REGISTRATION OF FIRMS ABROAD.

2-359=
1941

REPORTS

FROM

COLONIAL GOVERNORS,

THE GOVERNMENT OF INDIA,

AND

HIS MAJESTY'S REPRESENTATIVES ABROAD

ON

LAWS AND REGULATIONS IN FORCE IN BRITISH COLONIES AND POSSESSIONS, IN BRITISH INDIA, AND IN FOREIGN COUNTRIES

RESPECTING THE

110558 ac

REGISTRATION OF COMMERCIAL FIRMS.

Presented to both Houses of Parliament by Command of His Majesty.

LONDON:
PRINTED FOR HIS MAJESTY'S STATIONERY OFFICE.
By DARLING & SON, Ltd., 34-40, Bacon Street, E.

And to be purchased, either directly or through any Bookseller, from
WYMAN and SONS, Ltd., Fetter Lane, E.C., and
32, Abingdon Street, Westminster, S.W.; or
OLIVER & BOYD, Tweeddale Court, Edinburgh; or
E. PONSONBY, 116, Grafton Street, Dublin.

1908.

[Cd. 4420.] *Price* 1*s.* 6*d.*

Digitized with financial assistance from

Shri Brihad Bhartiya Samaj

on 31 October, 2019

CONTENTS.

	PAGE
INTRODUCTION	1

REPORTS RECEIVED.

I. BRITISH COLONIES AND POSSESSIONS :—

Australia	1
Barbados	4
Canada	4
Cape of Good Hope	9
Ceylon	9
Dominica	10
East Africa Protectorate	10
Falkland Islands	10
Fiji	11
Gambia	11
Gold Coast	11
Hong Kong	11
Jamaica	11
Labuan	12
Leeward Islands	12
Malta	12
Mauritius	14
Natal	15
Newfoundland	16
New Zealand	17
Northern Nigeria	17
Orange River Colony	18
Southern Rhodesia	18
Seychelles	18
Uganda Protectorate	19
Windward Islands	19
II. BRITISH INDIA	20
III. FOREIGN COUNTRIES :—	
Abyssinia	20
Argentine Republic	20
Austria	23
Belgium	28
Brazil	30
Bulgaria	30
Chile	30
Colombia	31
Cuba	34
Denmark	36
Egypt	37
France	38
Germany	38
Greece	40
Guatemala	41

1500 Wts 11669 & 33261 12/08 D & S 1 29451

PAGE

Hungary 42
Italy 42
Japan 44
Mexico 47
Netherlands 48
Norway 48
Peru 50
Portugal 50
Roumania 55
Russia 55
Servia 56
Spain 56
Sweden 58
Switzerland 60
United States of America 62
Uruguay 65
Venezuela 65

APPENDIX.

LAWS OF BRITISH COLONIES AND POSSESSIONS:—

Australia 67
Canada 95
Cape of Good Hope 119
Gold Coast 120
Jamaica 120
Malta 126
Mauritius 129
Natal 131
Newfoundland 137
New Zealand 140
Windward Islands 141

LAWS OF FOREIGN COUNTRIES:—

Brazil 143
Bulgaria 145
Colombia 146
Egypt 147
France 148
Germany 148
Hungary 150
Mexico 151
Netherlands 153
Norway 154
Peru 157
Roumania 159
United States of America 160
Uruguay 182

INTRODUCTION.

[NOTE.—A *Société en nom collectif* is substantially the same as a partnership formed under British law. The terms *Commandite*, *Firm*, *Société en Commandite*, and *Limited Partnership* are employed in this Introduction as in the Reports printed in the body of the Return. They signify substantially the same thing.]

In June, 1906, reports were asked for by His Majesty's Government, at the instance of the Board of Trade, on the subject of the laws and regulations in force in British Colonies and Possessions, in India, and in the various foreign countries, governing the registration of commercial firms, with especial reference to the question whether such firms are required to register the names of all responsible partners and of persons who are authorized to sign and act on their behalf. These reports have now been received and copies thereof are annexed.

Copies or translations of certain of the laws referred to are printed in the Appendix.

From the replies received it appears that all the foreign countries concerned have legislated on the subject, with the exception of Abyssinia; that there is no force requiring firms to register in British India; and that the following have no legislation on the subject:—Barbados, Bermuda, British Central Africa, British Guiana, British Honduras, Cayman Islands, Cyprus, Dominica, Gambia Protectorate, Falkland Islands, Fiji, Gambia, Gibraltar, Hong Kong, Labuan, Leeward Islands, St. Helena, Sierra Leone, Somaliland, Southern Nigeria, Southern Rhodesia, Straits Settlements, the Transvaal, Trinidad, and Uganda. The Governor of the Bahamas states that the only Act in force in that Colony dealing with the subject is an obsolete Act of the year 1861—"An Act to authorize the formation of partnerships with limited liability,"—and that it does not appear that any firm has ever been registered under its provisions.

I.—BRITISH COLONIES.

In *Australia* the laws of the various States have a general similarity, while differing in detail. Partnerships and persons trading alone under a firm-name are required to register before commencing business, and changes in the constitution of a firm must be duly registered within a fixed time. Re-registration is necessary on change of the firm-name; and in *South Australia* re-registration is necessary every five years. The *Territory of Papua* has adopted its laws in this connection from Queensland; but apparently these laws only apply to companies.

In the *Bahamas* the only Act in existence is an obsolete law of 1861 authorizing the formation of limited partnerships, and it is stated that no firm appears to have been registered under its provisions.

In *Canada* the law varies in the different provinces. Trading partnerships are required to register except in *Manitoba*; persons trading alone under a firm-name are required to register except in *Manitoba*, *New Brunswick*, and *Prince Edward Island*. The time within which registration must be effected varies. In New Brunswick, for instance, firms must register before commencing business; in Ontario within six months after commencement of business. Declarations are generally required to be filed on change of partnership or firm-name, or dissolution of partnership. In the case of extra provincial corporations in *Quebec* the registration of powers of attorney given to non-partners is also required. Laws providing for the registration of limited partnerships exist in most of the provinces.

In the *Cape of Good Hope*, *Jamaica*, *Newfoundland*, and *New Zealand* legislation provides only for the registration of limited partnerships; except that, in the case of *Jamaica*, a return must be made to the Stamp Commissioner showing the names and addresses of all partners in banks, their places of business, names of public officers, &c.

In *Ceylon* provision exists for the optional registration of powers of attorney.

In the *Gold Coast* partnerships and persons trading alone under a firm-name must register, both originally and on the occasion of a change taking place.

Malta requires commercial partnerships en nom collectif to register full particulars, as well as all changes which may take place. Provisions are also made for registration of commandite firms.

The law of *Mauritius*, which is founded on the old French Commercial Code, may be summarized in the same terms as those used in the case of Malta.

In *Natal* registration is necessary for firms and persons trading under a firm-name. Powers of attorney held, for the purpose of transacting the business of firms, by persons other than partners, must also be registered. Re-registration is necessary on change of firm-name; and all changes in constitution or ownership or in place of business must be registered. Provisions also exist for the registration of limited partnerships.

No provisions for registration of firms exist in *Northern Nigeria*; it is, however, usual for principals granting powers of attorney to notify the Government.

In the *Orange River Colony* there is no regular system of registration, but persons engaged in a large number of trades and professions are required to take out licences, which contain, among other particulars, the names of the partners and the firm-name.

In the *Seychelles* the old French Code of Commerce is in force, as in Mauritius (see above).

As regards the *Windward Islands*, no legislation on the subject exists either in *Grenada* or *St. Vincent*; but in *St. Lucia* partnerships are required to register, and no partner is deemed to have left the partnership until a new declaration to that effect.

II.—British India.

There is no legislation on the subject in *British India*.

III.—Foreign Countries.

In the *Argentine Republic* registration is necessary for traders who wish to enjoy certain advantages (such as the right of making agreements with their creditors, or of recommencing business after a settlement with their creditors) which are not extended to unregistered firms. The documents required to be registered are somewhat numerous and include the deed of partnership; they must always be registered within 15 days of their date. Powers of attorney given to factors or employés to carry on the business of their employers must also be registered. Provisions also exist for registration of commandite firms.

In *Austria* all merchants (except pedlars), who pay a trade tax not less than a certain amount, and all partnerships are required to register in considerable detail. The alteration or extinction of a firm, as well as other particulars, including the grant and withdrawal of powers of attorney, must be duly notified. Provisions also exist for registration of commandite firms and of co-operative societies.

In *Belgium* only the regular commercial companies and partnerships formed under the Belgian Company Laws (including Sociétés en nom collectif and en commandite) are bound to register. These must register and publish their Articles of Association and all modifications thereof, as well as the names of all persons authorized to sign and act for the firm.

In *Brazil* commercial co-partnerships, before commencing business, must register in the Registry of Trade and Commerce the tenour of their partnership agreement. The particulars required to be given in this are very full. Provision is also made for this protection of trade-firms or styles by means of a Register in which individual merchants or co-partnerships are at liberty, if they so desire, to enter the name or style of the firm under which they carry on business. Any illegal adoption or use of a registered firm entitles its rightful owner to damages.

In *Bulgaria* merchants are required to register at the time of commencing business; notice must also be given of changes in or cessation of firm-name. Powers of attorney, and their withdrawal, must also be registered and published.

The law of *Chile* requires commercial firms to register a very full extract from their document of association. Foreign firms opening branches in Chile must obtain permission from the President.

In *Colombia* individuals are only required to register if they are engaged in certain particular trades. Commercial partnerships of whatever kind must register a detailed extract from their document of association; they must also register a fresh document on the occasion of any change in any matter contained in the original document. Foreign associations or companies must register within six months of

commencing business; they must also have an agent in Colombia, and file his power of attorney.

In *Cuba* registration is, in practice, optional for private firms. Companies, however, are required to register full details. Any alteration in a registered document must itself be registered.

Registration is also optional in *Denmark* for persons trading under their own name; for other firms in it compulsory. Powers of procuration and their withdrawal must in all cases be registered. Provisions also exist for registration of commandite firms.

In *Egypt* commercial firms are required to deposit an extract from their act of association within 15 days of its signature. Publication of the extract is also necessary.

In *France* the law only affects such firms as are constituted as Sociétés en nom collectif or en commandite. These are required to file, within one month, a duplicate of their constitutive act, and to publish an extract.

In *Germany* registration is compulsory for all merchants, as defined by the Commercial Code, and for all partnerships, including commandite firms. Powers of procuration must be registered.

The law of *Greece* requires Sociétés en nom collectif to register a copy of their act of association, and an abstract from it is to be registered and posted up within 15 days of its signature. A similar abstract must also be registered by Sociétés en commandite.

Partnerships in *Guatemala*, including commandite firms, must submit their deed of partnership, within eight days of its approval, and publish an extract from it by circular. Any changes must be accompanied by the same formalities. It is usual to publish powers of attorney.

In *Hungary* partnerships, including commandite firms, and everyone carrying on trade (with certain exceptions) must register at the time of commencing business. Notice must be given of any change in the firm or cessation of business. Notice must be given of the granting or withdrawal of powers of attorney.

No provisions exist in *Italy* requiring individual traders to register; but partnerships, including commandite firms, must be constituted by a private deed, a summary of which must be filed within 15 days of its adoption. Foreign firms must deposit, besides this, their whole memorandum of association.

In *Japan* partnerships, including commandite firms, must register if they desire to be recognized as such. They are required to furnish detailed particulars of their constitution. Foreign companies opening branches in Japan must register in the same manner, and must further appoint and register a representative residing in Japan. They are also required to file certain documents on application for registration.

Registration in *Mexico* is optional for individuals, but compulsory for firms, including those en commandite. Among other particulars the deed of association must be filed. Foreign companies must add proof of the legalization of their statutes and many other details.

In the *Netherlands* partnerships, including those en commandite, are required to register a copy of, or extract from, their deed of partnership showing full particulars. All changes which could affect third parties must also be registered.

In *Norway* individuals as well as "unlimited companies" must register. Powers of procuration may be registered.

Peru also requires merchants and mercantile societies to register in considerable detail. Foreign companies must register, besides their deed of partnership, a certificate from the Peruvian Consul in their native country stating that they are legally constituted. General powers of attorney must be registered.

In *Portugal* persons trading alone may use only their own name in full or abbreviated. Firms must register and file their agreement of partnership. Changes must be registered, and it is strongly advisable (though not obligatory) to register powers of attorney.

In *Roumania* merchants and commercial associations are required to register; changes, dissolution, &c., must also be registered, as well as powers of procuration granted for the conduct of the business.

No general law exists in *Russia* requiring registration, but business associations trading under a collective name and those having sleeping partners must furnish an extract from their articles of association giving detailed information.

In *Servia* every merchant engaged in business, either alone or in partnership, must register his firm-name. No other details need be given.

In *Spain* registration is optional (though highly desirable) for private persons, but compulsory for partnerships and companies. Among other particulars, general powers given to managers, &c., and their revocation are registered. Foreign companies must also present a certificate issued by a Spanish Consul to the effect that they are constituted in accordance with the laws of their own country.

In *Sweden* commercial firms and persons trading alone are generally required to register. Provision is also made for the registration of general powers of attorney, but such registration is optional.

In *Switzerland* persons trading alone and Sociétés en nom collectif are required to register various particulars, including the names of persons authorized to act for the firm. Provisions also exist for registration of Sociétés en commandite and "Associations."

In the *United States of America* there is no federal legislation on the subject of registration of firms. In most of the States of the Union no laws exist requiring firms to register, and in the others the legislation on the subject is of so varied and intricate a nature that a general summary of its provisions cannot usefully be made.

No information is available as regards the laws in force in *Delaware*, *Nevada* or *Pennsylvania*.

In *Uruguay* merchants and companies are required to register in considerable detail; among other particulars to be registered are powers of attorney granted for the purpose of carrying on the business.

Finally, in *Venezuela*, firms are required to register the signatures of their principals, whether alone or as partners, the "sale of a commercial signature," and powers granted to subordinates to carry on business. Foreign firms are more stringently dealt with, and, besides registering, must have a duly authorized representative resident in Venezuela.

A. WILSON FOX.

Commercial Department,
Board of Trade,
November, 1908.

I.—BRITISH COLONIES AND POSSESSIONS.

No. 1. AUSTRALIA.

(*a.*) New South Wales.

Report by Registrar-General, dated August 13, 1906.

I enclose herewith three copies of the Registration of Firms Act, 1902, and of the regulations issued thereunder.* The provisions of the Act and regulations may be briefly summarised as follows:—

Any firm or person carrying on business or having any place of business in New South Wales under a firm-name is required to register before commencing business and upon any change in (1) the firm-name, (2) the constitution of the firm, (3) the ownership of the business, and (4) the location of the business or residence of owners.

"Firm-name" means any style or name other than the full or usual name of each owner without any addition.

The particulars given upon registration consist of (1) firm-name, (2) full names of owner or owners, (3) business address, (4) private address of each owner, and (5) other occupation, description, or addition, if any.

Registration is enforced by penalties recoverable summarily and by stay of all proceedings brought by an unregistered firm until the provisions of the Act are complied with.

Provision is made for searching the register and for the issue of certificates of registration, which are receivable as *prima facie* evidence of the fact and date of registration and of other particulars contained in the register.

I also enclose three copies of the Money Lenders and Infants Loans Act, 1905, and of the regulations issued thereunder.†

This Act follows the English Act and makes provision for the registration of every person or company whose business is that of money lending or who advertises or announces himself or holds himself out in any way as carrying on that business unless the money lender is (1) a registered pawnbroker, (2) a friendly society, (3) a body corporate incorporated by special Act, (4) a person or company *bona fide* carrying on the business of banking or insurance, or (5) a person or company *bona fide* carrying on a business not having for its primary object the lending of money.

Registration is effected by the sending of a statutory declaration made by the money lender, or some employee authorized to do so, stating the name of the money lender and the place or places at which business is carried on.

Provision is made for the inspection of the register and for the issue of certificates of registration.

Registration is enforced by means of penalties recoverable summarily and by imprisonment on a second or subsequent conviction.

(*b.*) Queensland.

Report by the Governor, dated September 7, 1906.

My Prime Minister informs me that there is only one Queensland Act bearing on this subject, a copy of which is enclosed, and that the provisions thereof are strictly carried out in this State.

[The Act referred to* provides that any person or any two or more persons carrying on any business (trade or profession) under a firm-name (exclusive of companies, which are registered under the Companies Acts) shall be registered before beginning business. The particulars to be registered are the firm-name,

* *See* Appendix. † Not printed.

nature of the business, place of business, date of commencement of business, and the name of the person or persons carrying on the business. Re-registration is required on change of the firm-name, and all changes in the constitution of the firm or in its place of business must be registered within fourteen days.]

(*c.*) SOUTH AUSTRALIA.

Report by Registrar of Companies, dated August 13, 1906.

THE Registration of Firms Act, 1899, is the only law in the State of South Australia respecting the registration of commercial firms. The fees are prescribed by regulations made under the Act. A copy of the Act and regulations accompany this report.*

The Act provides that any persons carrying on business in South Australia, whether in partnership or as individuals, under any names other than their own full or usual names shall register with the Registrar of Companies the names under which the business is carried on. In addition to the firm-name, particulars are required of the nature of the business, of the place or places where carried on, the full names, usual residence, and other occupation (if any) of the partners or individuals carrying on the business, and of the date of commencement.

Change in the constitution of a registered firm has to be registered within one month.

On a change of firm-name the firm has to be registered as if it were a new firm.

Firm-names have to be re-registered every five years.

The registered firm-name must be used in all matters in connection with the business.

If a firm or person in default commences an action, such action may be stayed until the requirements of the Act shall have been complied with.

On the registration of a firm the Registrar is to issue a certificate of registration which is made *prima facie* evidence.

A register and index of firms and firm-names is to be kept, which may be inspected and certified copies of extracts obtained.

It will be observed that the Act does not require the registration of the firm-name when that consists of the full or usual names of all the partners without addition.

The Act does not require the registration of the names of persons (not partners) authorized to sign and act on behalf of firms.

(*d.*) TASMANIA.

Report by Registrar, dated August 15, 1907.

The registration of firms in this State is governed by "The Registration of Firms Act, 1899," (63 Vic., No. 34), and the Regulations made thereunder, copies of which are forwarded herewith.*

It will be observed that the names of all responsible partners have to be disclosed, and their signatures provided on the form of registration, except in the case of a firm whose members are out of the State, when the signature or signatures are supplied by a duly authorized Agent, who has to file a Statutory Declaration of his authority. (See Form E. of the Regulations.)

The Act is administered with the aid of the police, who notify all persons trading under a name, other than their own, of the requirements of the Act, and the mode of registration is so simple that any intelligent person can fill up the forms.

The registration of firms has been proved to be very useful indeed to business men in enabling them to ascertain the persons responsible to them in business transactions, and this is proved by the numerous searches of the "Firm Register."

---

* *See* Appendix.

(*e.*) VICTORIA.

Report by Deputy Registrar-General, dated August 6, 1906.

THE registration of firms and persons trading under firm-names in Victoria is provided for by the Registration of Firms Act, 1892, and the Regulations made by the Governor in Council on 19th December, 1892.*

This Act compels (with the exceptions stated hereunder) all firms carrying on business and every person carrying on business under a firm-name, to register. Every change in the firm-name or in the constitution of the firm, and every new place of business must also be registered. The exceptions are any person or firm trading under a firm-name consisting of the full or the usual name or names of such person or of all the partners without any addition, and temporary contractors as defined in Section 5.

The mode of registration is by lodging in this office a statement in one of the forms in the regulations verified by declaration as directed. This statement may be signed by any one partner. In the event of there being no partner in Victoria the statement may be signed by any person who has previously filed a statutory declaration that he is authorized to carry on the business of the firm to be registered. In the event of a change in the constitution of a firm the statement is to be made by a member of the firm as re-constituted.

The firm-name when registered must be used in all matters connected with the business of the firm.

On registration, a certificate is given which is *prima facie* evidence of the fact and of the date of registration but not of the names of the partners. There is no provision for registering names of persons authorized to sign or act on behalf of any firm.

A register is kept in which all firm-names are entered in numerical order when registered and an alphabetical index is also kept up to date. This index is periodically arranged lexicographically to facilitate searching. The index and statements may be inspected by any person on payment of the prescribed fee. The form of register is not prescribed by the Act or Regulations, but that in use is as follows:—

Name of Firm No.

Nature of Business

Place of Business

Date of Document.	Date of Filing.	Nature of Document.	Number of Document.

There is no provision in the Act for removing from the register and index the names of firms which have ceased to carry on business. The Act has established a registry which is of considerable value to the commercial community, as it enables them to ascertain quickly and at small expense the names of members of a firm with whom they may be dealing. There are, however, a considerable number of persons carrying on more or less doubtful businesses under firm-names, whom it is difficult to induce or compel to register as they are anxious to conceal their connection with the firm.

(*f.*) WESTERN AUSTRALIA.

[The Act to provide for the Registration of Firms, 1897,* requires every person or firm (exclusive of legally registered or incorporated companies) carrying on business (trade or profession) under a name other than his or their full or usual names, without any addition, to register before beginning business. The particulars required to be registered are the firm-name, nature of business, place of business, and full name, usual residence, and other occupation (if any) of the person or

* *See* Appendix.

persons carrying on the business. Any change in the constitution of a firm must be registered within one month, and a firm changing its firm-name shall be re-registered as if it were a new firm.]

(*g.*) TERRITORY OF PAPUA.

Report by the Governor-General, dated November 14, 1906.

So far as the Territory of Papua is concerned, the laws in force therein have been adopted from the State of Queensland, and are as follows:—Companies Act of 1847, 11 Vic. No. 19; Companies Act of 1848, 11 Vic. No. 56; Companies Act of 1863, 27 Vic. No. 4.

Under these laws is registered (1) name of the company, (2) capital, (3) registered office, (4) memorandum and articles of association, and, annually, (5) summary of capital and shares.

The names of responsible partners and of persons authorized to sign and act on their behalf are not required to be registered.

No. 2. BARBADOS.

Minute by the Attorney-General, dated August 21, 1906.

THERE are no local laws or regulations in Barbados beyond the enactment contained in Section 3 of the Companies Act, 1892 (1892—2), similar to that contained in Section 4 of the English Companies Act, 1862 (25 & 26 Vict. c. 89), with reference to the registration of commercial firms or of the names of responsible partners and of persons authorized to sign and act on their behalf.

With regard to the point mentioned by you as to changes in partnership of firms, and the announcement thereof in the Gazette or other newspapers, this takes place under the general law of partnership, as affecting notice to persons having dealings with firms, and is beside the question raised by the circular despatch. We have, however, no local partnership Act, and no statutory enactment similar to Section 36 of the English Partnership Act, 1890.

No. 3. CANADA.

Report by the Under-Secretary of State, dated October 22, 1906.

I transmit copy of the Companies Act of 1902, under which, in Canada, companies are incorporated by Letters Patent under the seal of the Secretary of State, together with a copy of a pamphlet prepared for the use and guidance of intending applicants, and a set of application forms.* I also send copies of Provincial laws relating to the incorporation of limited companies* and to the system providing for the registration of private partnerships,† with copies of despatches received from the Lieutenant-Governors of Ontario and Manitoba, respectively, also dealing with that subject.

(*a.*) ONTARIO.

Report by the Lieutenant-Governor, dated October 16, 1906.

I have to inform you that the enactments in this Province which appear to relate to the subjects are Chapters 151 and 152 of the Revised Statutes of 1897; Chapter 151 being an Act respecting Limited Partnerships and Chapter 152 an Act respecting the Registration of Co-Partnerships and Business Firms. As will be seen, Section 1 of the latter Act requires all persons associated in partnership to sign a declaration which is filed by the Registrar of the registry division in which they carry on or intend to carry on their business.

---

* Not printed. † *See* Appendix.

I regret that I am unable to comply with Lord Elgin's request for copies of enactments and regulations, owing to the fact that the statutes above referred to are now not obtainable except in the Revised Statutes.

[The Act respecting Limited Partnerships (Chapter 151 of the Revised Statutes of 1897)* provides for the formation of partnerships for the transactions of any mercantile, mechanical, manufacturing, or other business, exclusive of banking, making or working of railways, and insurance. No such partnership is deemed to have been formed until a certificate has been registered setting forth the firm-name, nature of the business, names and places of residence of all the partners (distinguishing general from special or limited partners), the amount contributed by each special partner, and the times of commencement and termination of the partnership. The same formalities are necessary in connection with any renewal or continuation of a partnership. Renewal is necessary whenever any alteration is made as regards any of the matters specified in the original certificate. Dissolution before the time specified cannot take place until a notice of such dissolution has been registered and published once in each week for three weeks in a local newspaper and in the "Ontario Gazette." The firm-name may contain the names of general partners only; if a special partner allows his name to appear in the firm-name he is deemed a general partner.

The Act respecting the Registration of Co-Partnerships and Business Firms (Chapter 152)* requires all persons associated in partnership for trading, manufacturing, or mining purposes, other than those associated for the manufacture of cheese, to register within six months after the formation of the partnership a declaration containing the names, surnames, additions, and residences of each and every partner, the firm-name, the time during which the partnership has existed or is to exist, and a statement to the effect that the persons named are the only members of the co-partnership. A similar declaration is necessary whenever a change takes place in respect of any of these particulars. Any or all of the partners may make and file a declaration dissolving the partnership. Until a new declaration is made and filed no person who has signed the declaration filed shall be deemed to have ceased to be a partner.

Every person engaged in business, as above specified, under a name other than his own name, or under his own name with an addition indicating plurality, but not in partnership with any other person or persons, is required to register, within six months of the time of his first using the firm-name, his name, surname, addition and residence, his firm-name, and a statement to the effect that no other person is associated with him in partnership.]

(*b.*) QUEBEC.

Report by the Assistant Attorney-General, dated July 27, 1906.
(*Translation.*)

The text of the dispositions enumerated below* sufficiently shows the obligation which exists to register the names of partners or of those who are empowered to bind the firm:—

Civil Code, Articles 1834, 1834*a*, 1834*b*, 1835, 1836, 1837, and 1838.
Revised Statutes, Articles 5635, 5635*a*, 5636, 5637, 5638, 4754 to 4760.
Law 4, Edward VII., Chapter 34.

To which should be added the Orders in Council of the 17th June, 1904, and of the 7th January, 1905, relative to the regulations made by the Lieutenant-Governor in Council concerning the matters enumerated in Article 8 of the Law 4, Edward VII., Chapter 34, as well as a copy of all other regulations which may have been made on the subject.

[Under the Articles of the Civil Code and Revised Statutes referred to, all persons associated in partnership for trading, manufacturing, or mechanical pur-

* *See* Appendix.

poses, or for the purpose of constructing roads, dams, bridges, or other works, or for the purpose of colonization, settlement, or land traffic, are required to register, within sixty days after the formation of the partnership, the names, surname, addition, and residence of every partner, the firm-name, and the time during which the partnership has existed, together with a statement that the persons named are the only members of the partnership. No such declaration can, however, be registered if it gives to any partnership the name, style or firm-name of an existing partnership, or a name, style or firm-name so similar that the public may be induced into error. A similar declaration is filed whenever a change takes place in the membership of the firm or in the firm-name. No partner is deemed to have ceased to be a partner until a new declaration has been filed to that effect. A person carrying on business alone under a name other than his own name, or under his own name with an addition indicating plurality, is required to register, within sixty days of the time when such firm-name is first used, his name, surname, quality, and residence, his firm-name, and a statement to the effect that no other person is associated with him. A further declaration is required when any change takes place in respect of any of these particulars, and also when the person ceases to carry on business under the firm-name previously registered.

The Act 4, Edward VII., Chapter 34 requires all extra-provincial corporations as defined in Section 1 of the Act to take out a licence. For this purpose the corporation must deposit a copy of its articles of association, establish that it is so constituted as to carry out the obligations it may contract, and deposit a power of attorney constituting an agent to represent it in the Province, and receive services in any suit, &c. Notice of the granting of the licence must be published in the "Quebec Official Gazette." Any change in the chief agent necessitates the filing of a fresh power of attorney and publication as above.]

(*c.*) Nova Scotia.

[Chapter 143 of the Revised Statutes of Nova Scotia, 1900, "Of the Registration of Partnerships,"* requires that all persons associated in partnership for trading, manufacturing, or mining purposes shall register the following particulars: the names, surnames, additions, and residences of all the partners, the firm-name, the time during which the partnership has existed, and a statement to the effect that the persons named are the only members of the partnership. Registration must be effected within three months after the formation of the partnership. A new declaration is necessary in case of any change in the partnership as regards any of the particulars required to be registered. Until a new declaration is filed to that effect, no person is deemed to have retired from the partnership. Any person engaged in the above occupations alone, under a name other than his own, or under his own name with an addition indicating plurality, must in like manner register his name, surname, addition, and residence, his firm-name, and a statement to the effect that no other person is associated with him in partnership.

Chapter 144 "Of Limited Partnerships and Sureties to Firms,"* provides for the formation of limited partnerships for the purpose of mercantile, mechanical, or manufacturing business, exclusive of banking and insurance. Registration is effected by filing a certificate setting forth the firm-name, nature of business, names and places of residence of all partners (distinguishing general from special or limited partners), the amount of capital contributed by each special partner, and dates of commencement and termination of the partnership. Immediate publication in the "Royal Gazette" and one other newspaper and by handbills is also necessary for at least six weeks. Every renewal of the partnership, as well as every alteration in the names of the partners, nature of business, &c., must be registered in like manner, otherwise the partnership is deemed general. The names of general partners only may appear in the firm-name, and the addition of the word "company" or any other general term is not permitted. Special partners who allow their names so to appear are deemed and

---

* *See* Appendix.

treated as general partners. Notice of dissolution of a limited partnership before the time specified in the certificate of its formation must be published once in each week for four weeks in the "Royal Gazette," &c.]

(*d.*) NEW BRUNSWICK.

[Chapter 144 of the Consolidated Statutes, 1903, "Respecting Partnerships," (as amended by 6 Edward VII., Chapter 7),* provides for the formation of limited partnerships for the transaction of all business. Such partnerships are required to register the firm-name, the general nature of the business, the names and places of residence of the partners (distinguishing general from special or limited partners), the amount contributed by each of the special partners, and the dates of commencement and termination of the partnership. Publication in a newspaper is required for three months immediately following such registry, failing which the partnership becomes general. The firm-name may only contain the names of general partners, and any special partner allowing his name to appear in the firm-name is deemed and treated as a general partner. It is allowable, however, to use the name of a special partner with the addition "special partner" or "limited partner," or to that effect. Any withdrawal from the partnership must be registered and published as in the first instance; this applies also to any continuance of the partnership beyond the time specified for its termination, and to its dissolution. In this last case publication for six weeks only is required. Under the head "dissolution" is included every alteration in the name of the general partners, in the nature of the business, or in the capital or shares contributed or held by the special partners, as well as the death of any partner.

As regards general partnerships, these are required to register the firm-name, and the names and places of residence of the different partners. Dissolution of or changes in a partnership or in its firm-name must within thirty days be registered in like manner. Publication for two consecutive weeks in the "Royal Gazette" is in all cases necessary.]

(*e.*) MANITOBA.

Report by the Lieutenant-Governor, dated September 21, 1906.

There is no legislation in Manitoba calculated to restrict the freest transaction of business by commercial firms, both local and foreign.

Commercial houses are not required to register in Manitoba, but should they desire to preserve their name, they can be registered as a partnership with the Prothonotary in the Court of King's Bench. Should a foreign corporation desire to deal in land in Manitoba it would have to have a licence under the Foreign Corporations Act, under which they have the privilege to file documents, deeds, &c., with the registry officials. I enclose you a copy of the Foreign Corporations Act,† to indicate the procedure necessary in view of a foreign company desiring a licence. Local companies can be incorporated by Letters Patent of incorporation under the Manitoba Joint Stock Companies Act,† of which also I enclose a copy.

(*f.*) BRITISH COLUMBIA.

Report by the Provincial Secretary, dated July 30, 1906.

As regards British Columbia, I beg to report that Part III. of Chapter 150, R.S., 1897, being the Partnership Act,* provides for the registration of general partnerships, and requires all persons entering into a general partnership for trading, manufacturing, or mining purposes to deliver to the registrar of the County Court in which the business is carried on a declaration in writing by the several members of such firm. The form of declaration is provided in the Act, and Section 67 requires that the declaration shall be in the form or to the effect of Schedule B to this Act, and shall contain the names, surnames, additions, and residence of

---

* *See* Appendix. † Not printed.

each and every partner as aforesaid, and the firm-name, and shall state also the time during which the firm has existed or is to exist, and declare that the persons therein named are the only members of such firm.

Under Section 69 a similar declaration must be filed when any change or alteration takes place in the membership of the firm or in the firm-name.

It will be noticed that these sections refer to members of a firm, but that no mention is made in the Act of persons who are authorized to sign and act on their behalf.

Two copies of the said Act are sent herewith for transmission to the Colonial Office.

[Part II. of the Act referred to deals with Limited Partnerships.* It provides for the formation of such partnerships for the transaction of any trading, manufacturing, or mining business, but not for purposes of banking, the construction or working of railways, nor insurance. The particulars required to be registered are the firm-name, the nature of the business, the names and residences of all the partners (distinguishing general from special or limited partners), the amount contributed by each special partner, and the times of commencement and termination of the partnership. No such partnership is deemed to have begun until these particulars have been registered and also published in the "British Columbia Gazette." Renewal is necessary on the occasion of a change in any of the particulars contained in the original certificate; and every renewal or continuance of the partnership must be accompanied by the formalities required in the case of original formation. The name of no special partner shall appear in or be used in connection with the firm-name, or, if so, he shall be *ipso facto* a general partner. No dissolution by the acts of the parties is allowed previous to the period specified until a notice has been registered and published once a week for three weeks in a local newspaper and also in the "British Columbia Gazette."]

(*g.*) Prince Edward Island.

[The Act relating to Partnerships, 1876,* provides that all persons forming a partnership for the transaction of mercantile, mechanical, or manufacturing business, except banking or insurance, shall register a certificate setting forth the firm-name, the names and places of residence of the partners, the nature of the business, and the time of commencement and termination of the partnership. The withdrawal of any partner, the admission of a new partner, and dissolution of the partnership must also be registered, and dissolution (except by operation of law) is not valid unless a notice has been registered and also published for three weeks in the "Royal Gazette," and in at least one other provincial newspaper.

The Act relating to Limited Partnerships, 1862,* provides for the formation of such partnerships for the transaction of all mercantile, mechanical, or manufacturing business, except banking and insurance. The certificate required to be registered must state the firm-name, the names and places of residence of the partners (distinguishing general from special or limited partners), the amount contributed by each special partner, the nature of the business, and the time of commencement and termination of the partnership. Publication in the "Royal Gazette" for three months immediately following such registry is also necessary. The business of the partnership may be carried on by the general partners only, under such designation as they may adopt; any special partner who allows his name to appear in the firm-name is deemed to be a general partner. Registration of the withdrawal of any partner or partners is required. In the case of dissolution (except by operation of law) publication must also take place in the "Royal Gazette" for six successive weeks. Payments of dividends, interest, or profits to the special partners must also be registered.]

---

* *See* Appendix.

(*h.*) NORTH-WEST TERRITORIES.

[Chapter 45 of the Consolidated Ordinances of the North-West Territories, 1898, "An Ordinance respecting Partnerships,"* requires all persons associated in partnership for trading, manufacturing, or mining purposes to register the full names and residences of the partners, the firm-name, and the time during which the partnership has existed and is to exist, together with a statement that the persons named are the only members of the partnership. Registration must be effected within six months after the formation of the partnership, and any change in the particulars mentioned must likewise be registered. A person trading alone under a name other than his own name, or under his own name with an addition indicating plurality, is required to register his full name, address, and firm-name, together with a statement that no other person is associated with him in partnership; this must be done within six months from the time of his first using the firm-name. The dissolution of a partnership must also be registered.]

No. 4. CAPE OF GOOD HOPE.

Minute by the Commissioner for Public Works, dated September 3, 1906.

Ministers have the honour to state that the only law in force in this Colony relating to the registration of commercial firms is contained in Acts of Parliament Nos. 24 of 1861 and 12 of 1906, copies of which are enclosed.

[The Act No. 24 of 1861, "To limit the Liability of certain Members of certain Partnerships"† provides for the formation of limited partnerships (other than joint-stock companies or partnerships formed for the purpose of banking) for the transaction of any mercantile, mechanical, or manufacturing business. The certificate required to be registered must set forth the firm-name, the names and residences of all the partners (distinguishing general from special or limited partners), the amount contributed by each special partner, the nature of the business, and the times of commencement and termination of the partnership. The same formality is necessary on the continuation or renewal of such partnership; and renewal is required whenever an alteration is made with regard to any of the particulars contained in the original certificate. In the case of dissolution of the partnership (except by the operation of law) before the time specified, publication is necessary, over and above registration, for not less than three successive weeks in the "Government Gazette" and in the nearest available newspaper or newspapers. The firm-name must not include the name of any special partner; and if a special partner allows his name to be included, he is deemed and treated as a general partner.

The Act No. 12 of 1906* to amend that of 1861, contains certain stipulations whereby it is sought to ensure that the fact of the limitation of the liability of partnerships registered under that Act may be made public in all signs, documents, &c., wherein the firm-name appears.]

No. 5. CEYLON.

Report by the Governor, dated July 28, 1906.

There are no laws or regulations in Ceylon requiring commercial firms or any ordinary partnership to be registered, nor are the names of partners or any person authorized to sign and act in their behalf required to be registered in this Colony.

Joint stock companies are regulated by the Joint Stock Companies Ordinance, No. 4 of 1861, and amending Ordinances, No. 9 of 1867, No. 6 of 1888, No. 3 of

* *See* Appendix.

† This Act is almost verbally reproduced in th Natal Law No. 1 of 1865, for which *see* Appendix. The only substantial differences between the two laws are there noted.

1893, and No. 13 of 1905. There is also a Joint Stock Companies Banking Ordinance, No. 2 of 1897. These ordinances are based on the English Joint Stock Companies Act; registration is compulsory thereunder, and the Ceylon law is practically the same as the law of England on this subject.

Ordinance No. 4 of 1902 relates to powers of attorney. This Ordinance provides for the registration of powers of attorney and also for their cancellation or revocation, but such registration is not compulsory.

The law of England regulates the Ceylon Law of Partnership. Ordinance No. 22 of 1866 effects this, and Sub-Section 4 of Section 21 of Ordinance No. 7 of 1840 requires partnerships with a capital exceeding £100 (Rs. 1,000) to be in writing.

The above are the only Ordinances in force in this Colony which regulate either joint stock companies, partnerships, or powers of attorney.

No. 6. DOMINICA.

Report by the Administrator, dated July 26, 1906.

The Assistant to the Attorney-General advises me that the only legislation approaching the subject of registration of commercial firms in this Island is, as far as he is aware, "the Companies Act, No. 20 of 1884," of the Leeward Islands, which applies to the whole Colony. There is no local Dominica Act on the subject.

I enclose a copy of the Leeward Island Act of 1884.*

No. 7. EAST AFRICA PROTECTORATE.

Report by Mr. F. J. Jackson, dated August 18, 1906.

There are no laws or regulations in force in this Protectorate which require the registration of firms other than those which consist of more than ten persons in the case of firms carrying on a banking business, or of more than twenty persons in the case of firms carrying on any other business, these firms coming within the provisions of the law relating to the registration of companies (the Indian Companies Act, 1882-1887). The names of responsible partners in commercial firms and of persons authorized to sign and act on their behalf are not required to be registered.

I regret that I cannot forward a copy of the Indian Companies Act, as there is no spare copy available. I think, too, that law relating to companies is outside the object of the Board of Trade's inquiries.

No. 8. FALKLAND ISLANDS.

Report by the Governor, dated August 14, 1906.

I am advised that the local law relating to trading companies and other associations is comprised in Ordinance No. VIII. of 1898, of which I enclose a copy.

[The Ordinance referred to* generally provides that all laws, rules, and regulations for the time being in force relating to trading companies and other associations in the United Kingdom shall, so far as applicable, be in force in the Falkland Islands.]

* Not printed.

No. 9. FIJI.

Report by Sir E. im Thurn, dated September 8, 1906.

There is no local law requiring commercial firms to register the names of all responsible partners and of persons who are authorized to sign and act on their behalf.

The law in this Colony is practically the same as in England on this point of registration.

No. 10. GAMBIA.

Minute by the Attorney-General, dated August 7, 1906.

THERE is no law in force in this Colony requiring the registration of commercial firms as such, or of persons authorized to act or sign on their behalf.

A register is kept in the Colony of instruments affecting land. This, however, is not compulsory, and would not *necessarily* disclose the names of partnership, owners or of a person authorized to act on behalf of a firm.

A register of patents for invention and trade marks is kept which would disclose the names of the owners by any such should there be more than one.

A register is kept in the Colony in accordance with the provisions of the Merchant Shipping Act.

A register is also kept of licensed inland water craft, which would disclose the names of the owners of a craft.

No. 11. GOLD COAST.

Report by the Acting-Governor, dated July 16, 1906.

Section 10 of Ordinance No. 20 of 1889, entitled "The Insurance Frauds Ordinance, 1889,"* is the law on the subject in the Gold Coast Colony.

There is no provision in the Ordinance mentioned above for the registration of persons, other than partners, who are authorized to sign and act on behalf of a commercial firm. Nor does any provision exist for the registration of powers of attorney, except with respect to instruments relating to land.

There is no provision for the registration of commercial firms either in Ashanti or in the Northern Territories.

No. 12. HONG KONG.

Report by the Governor, dated July 26, 1906.

There is no enactment in force in Hong Kong requiring the registration of commercial firms. Such firms are not required to register the names of responsible partners or of persons authorized to act and sign on their behalf.

No. 13. JAMAICA.

Memorandum by the Attorney-General, dated August 24, 1906.

GENERALLY it may be said that there is in Jamaica no provision for the registration of commercial firms, nor as to the registration of the names of all responsible partners or of persons authorized to sign and act on their behalf.

There are two statutes, limited in character, which, so far as I know, have not been acted on. They are the Act 16 Vic., c. 21, entitled "An Act to authorize limited partnerships throughout the Island,"* and an amending law, No. 16 of 1892.* The Act 16 Vic., c. 21, enables persons to become partners and to limit their liability to the cash advanced by them. In these cases the partners have to sign a certificate setting out the amount contributed by each, and this certificate

---

* *See* Appendix.

has to be recorded in the Island Record Office, and its contents published in two newspapers. The introduction of limited liability companies a few years afterwards has probably led to this law being practically inoperative.

Under the Act 7 Vic., c. 47,* a return as to the partners in any bank doing business in Jamaica has to be made to the Stamp Commissioner.

The above are the only instances in which the names of partners are returned, and for general purposes the answer is as already indicated.

No. 14. LABUAN.

Report by Sir J. Anderson, dated October 10, 1906.

By Ordinance No. 5 of 1893,† the Indian Companies Act of 1882 is adopted as the Law of the Colony of Labuan in respect of the regulation of companies and other associations.

This Ordinance will be repealed under the Straits Settlements "Labuan Ordinance" incorporating Labuan with the Straits Settlements, and the Straits Settlements "Companies Ordinance 1889," which is practically the same as the Indian Act of 1882, will then become law in Labuan.

There is at present no law in Labuan dealing with the registration of partners in commercial firms, but there is a Registration of Partners Bill now before the Legislative Council of the Straits Settlements, and that will become law in Labuan on the amalgamation of that Colony with the Straits Settlements.

No. 15. LEEWARD ISLANDS.

Minute by the Attorney-General, dated July 30, 1906.

I beg to report that there is no legislation in this Colony requiring commercial firms to register the names of all responsible partners and of persons who are authorized to sign and act on their behalf.

No. 16. MALTA.

Report by the Crown Advocate, dated July 3, 1906.

The Maltese law relating to commercial partnerships and companies is contained in Title V. (Articles 34 to 85) of Ordinance No. XIII. of 1857, entitled "An Ordinance to amend and consolidate certain laws relative to trade and traders,"* and commonly known as the Commercial Ordinance.

The fundamental principles and general rules governing the contract of partnership generally are at present contained in Title X. of Ordinance No. VII. of 1868, entitled "An Ordinance to amend and consolidate the laws concerning the rights relative to things, and the different modes of acquiring and transmitting such rights."

The first article, under the title above referred to, of the Commercial Ordinance, which deals with commercial partnerships, enacts that "Contracts of partnership are regulated by the Civil Law, by this Ordinance, and by the agreements between the parties."

Ordinance No. XIII. of 1857, as indeed the commercial laws of many other countries, is modelled on the French Code of Commerce (1808).

Accordingly, our law recognises three forms of commercial partnership, namely:—

Partnership under a common name (*Société en nom collectif* of the French Code);

Partnership *en commandite* (*Société en commandite, ut supra*);

Anonymous partnership (*Société anonyme, ut supra*).

* *See* Appendix. † Not printed.

The principal and distinguishing features of these three kinds of partnership are the following:—

Partnership under a common name is that in which all the members are known to the public, and are all jointly and severally ("in solidum") liable for the debts of the undertaking;

The partnership *en commandite* is composed of actual or responsible partners and capitalists or dormant partners. This kind of partnership may take two special forms, *i.e.*,—

(*a*) Partnership *en commandite* simple,
(*b*) Partnership *en commandite* by shares.

The anonymous partnership is a company formed by shares, or a limited liability partnership.

I shall now proceed to state the rules relating to the registration of each of the three forms of partnership just described.

1. Partnership under a common name must be carried on under a style or partnership-name consisting of the names of all the members. The custom, however, of forming the partnership-name of the names of some of the members only, with the addition of the words "and Co." is recognized. In no case can the style of the firm include other than the names of the members.

In principle, any of the partners, unless expressly precluded by the deed of partnership, can trade under the partnership-name, can receive and pay on account of the firm, and can bind the partnership in all matters relating to the undertaking, without the actual participation and concurrence of the other members.

Respecting the formation of the contract of partnership under a common name, the law requires that it should be in writing. The deed, however, or articles of association, may be drawn up either by a notarial deed or by a private instrument.

The formation of the contract of partnership is to be followed by the formality of the registration and publication of the articles of partnership.

An abstract of the deed of partnership must be exhibited in the registry of the Superior Courts, under the authority of His Majesty's Commercial Court.

On the deed being thus exhibited, it has to be published by means of a notice in the "Borsa di Commercio" (the Exchange), in the "Government Gazette," and in some other periodical newspaper.

The abstract of the deed must contain the names and surnames of the partners, the name of the firm, an indication of the object of the undertaking, whether general or limited to a particular branch of commerce, an indication of the partners entrusted with the management of the business and the power to sign in the name of the firm, the duration of the partnership, if it has been concluded for a stated period, and generally all such other clauses of the deed as may tend to define the rights of third parties against the partners.

Unless and until the formality of the registration and publication of the deed is complied with, the partners cannot exercise their mutual rights, or their rights as against third parties arising from the contract of partnership. On the other hand, the partners cannot plead the omission of those formalities as against third persons.

Further, unless and until the said formalities are complied with, a partnership under a common name shall be considered, in so far as the rights of third persons are concerned, as having for its object all acts of commerce, *i.e.*, trading generally, as being constituted for an unlimited period of time, and as not precluding any of the partners from the right of management or of signing in the partnership-name.

The formalities of registration and publication are also applicable to any act conveying a continuation or renewal of the partnership, or its dissolution before the expiration of the period prefixed in the agreement, as well as every change, retirement, or cessation of partners, and any new agreement or clause affecting the external relations of the partnership.

2. Next, as to partnerships *en commandite*.

A partnership *en commandite* is that which is entered into between one or more responsible partners binding themselves jointly and severally, and one or more other partners merely supplying capital, called "commanditaires" or dormant partners.

When in this form of partnership there is more than one responsible partner,

such partnership is deemed a partnership under a common name as regards the responsible partners.

The name of a dormant partner cannot form part of the partnership-name. Such partner cannot take part in the management of the business.

The formalities of the exhibition and publication of the articles of association prescribed with regard to partnerships under a common name, are equally applicable to this form of partnership. The abstract, however, to be exhibited and published in the manner stated above, need not contain the indication of the names of such of the dormant partners as may have already paid up the entire amount of capital stipulated for. The abstract, however, must, in all cases, contain a statement of the capital paid up, or to be paid up, by the partners *en commandite*, whether by shares or otherwise.

3. Coming now to the third form of commercial partnership recognized by the law,—this is the anonymous partnership, so-called because it is not carried on under a style or firm. All the members are liable only to the extent of their shares and their names cannot form part of the designation by which the undertaking is made known to the public. As a rule, the denomination of the partnership or company is taken from the object of the undertaking; but it may be also designated by any other title.

The management of anonymous partnerships is to be carried on by agents or directors, or by agents and directors conjointly. The appointment of the managers is to be temporary, they being liable to removal at any time, whether partners or not, and whether receiving a salary or acting gratuitously.

The managers contract, by reason of their management, no obligation, whether personal or "in solidum," in reference to the engagements of the company. In case, however, of breach of any of the provisions contained in the partnership deed, or in case of infringement of their duties, they become personally liable to third parties for any damage occasioned to any such party.

Anonymous partnerships may be constituted either by notarial deed or by private instrument. In the latter case the deed shall be enrolled among the acts of a public notary.

The formalities of the exhibition and publication of the deed of partnership common to the other two species of commercial partnerships, are applicable also in the case anonymous partnerships; with the difference, that, in this case, the exhibition and publication are to be made by means of an authentic copy in full of the articles of association. The publication, however, may be made by means of a printed copy of the deed of partnership, provided such copy is authenticated by the notary who received the deed or in whose acts the instrument was enrolled.

Any act conveying the continuation of the partnership or its dissolution before the expiration of the period prefixed in the articles for its duration, as well as any new articles or clauses added to the partnership-deed are subject to the said formalities of exhibition and publication, as in the case of the original deed.

Unless and until the articles of association are enrolled, exhibited and published in the prescribed manner, as above stated, the managers of the company are held responsible to third parties personally and also jointly and severally ("in solidum") for their transactions.

It will be hardly necessary to mention that the registration of the articles of association in His Majesty's Commercial Court and their publication having to be made by means of a copy in full of the partnership deed, the names of the managers of the company are included in the said formalities of registration and publication. Any change or substitution of managers is subject to be also registered and published in the same manner as any alteration or innovation in the partnership-deed.

No. 17. MAURITIUS.

Report by Procureur-General, dated September 4, 1906.

THE trading partnerships recognized under our law (the old French Code of Commerce as promulgated in the Colony by the *Arrêté* of the 14th July, 1809), are:—

(1) The *Société en nom collectif* (full partners with unlimited liability);

(2) The *Société en commandite*, in which the "commanditaire's" liability is limited to his holding in the concern;

(3) The *Société anonyme* (limited liability company).

These partnerships are regulated so far as registration is concerned, by Articles 42, 43, 44, 45, and 46* of the Code of Commerce, from which it will be seen that—

1. Extracts from deeds of partnership (articles of association) of all *Sociétés en nom collectif* and *Sociétés en commandite* must be transcribed in the registry of the Court of Commerce (in practice, the Supreme Court) and posted up in the hall of the Court during three months.

2. Such extracts (signed by notaries in case of public deeds and by the responsible members in case of private deeds) must contain the following particulars:—

(i.) names, surnames, profession, and domicile of all the partners, other than shareholders and sleeping partners;
(ii.) the name of the partnership;
(iii.) the names of the parties authorized to sign and act on behalf of the partnership;
(iv.) the amount of capital paid or to be paid in shares or *en commandite;*
(v.) the duration of the partnership.

3. With regard to limited liability companies (*Sociétés anonymes*) Article 45 of the Code of Commerce requires the posting up in the hall of the Court, during the space of three months, of the Government proclamation authorizing the formation of any such partnership and of the articles of association.

Under Article 46 of the Code, the formalities laid down in Articles 42, 43, and 44 must be likewise fulfilled when a *Société* is renewed, or dissolved, or its articles of association altered, or when a partner retires from, or a new partner joins a *Société en nom collectif* or a *Société anonyme.*

4. There might be also mentioned a fourth kind of partnership, designated under Article 47* of the Code of Commerce as *Associations Commerciales en participation,* which are not subjected to the formalities prescribed for the other descriptions of partnership.

5. The following might further be taken notice of—Article 26 of Ordinance No. 2 of 1869†—which compels insurance companies, and joint stock companies to furnish certain half-yearly statements to the Procureur General. Ordinance No. 23 of 1904,† which provides for the inspection and obtaining of copies of the articles of association and of the list of shareholders of limited liability companies.

No. 18. NATAL.

Report by Sir H. McCallum, dated July 19, 1906.

The only law at present in force in this Colony respecting the registration of commercial firms is Law No. 1 of 1865, limiting the liability of certain partnerships. I enclose a copy of this law.

I further enclose a copy of a Bill dealing with the matter which has been passed by both Houses of Parliament during the present session. This Bill provides for the registration of firms, and requires all the names of the partners to be disclosed, also any changes. It likewise makes provision for the registration of the power of attorney of persons who are authorized to carry on business for the firm.

I have already given my assent to this Bill under Ministers' advice, but it has not yet been published as an Act in the Government Gazette of the Colony.‡

[The Law No. 1 of 1865, "To limit the Liability of certain Members of certain Partnerships,"* provides for the formation of limited partnerships (other than joint stock companies or partnerships formed for the purpose of banking) for the transaction of any mercantile, mechanical, or manufacturing business, or for agricultural or pastoral farming. The certificate required to be registered must set forth

* *See* Appendix. † Not printed. ‡ This Bill has since become Law, as Act No. 35 of 1906.

the firm-name, the names and residences of all the partners (distinguishing general from special or limited partners), the amount which each special partner has paid into the common stock, and for which he has made himself liable, as the case may be, the nature of the business, and the time of commencement and termination of the partnership. The same formality is necessary on the renewal or continuation of such a partnership. In the case of dissolution of the partnership (except by the operation of law) before the time originally specified, publication is necessary, over and above registration, for not less than three successive weeks in the "Government Gazette" and in the nearest available newspaper or newspapers; and as dissolution is considered any change in any of the particulars contained in the original certificate. The firm-name must not include the name of any but the general partners; and any special partner who allows his name so to be included is deemed and treated as a general partner. An exception to this last provision is made in the case of a person retiring from the management of a business which he has established, who may continue to hold an interest in the business as a special partner without the withdrawal of his name from the firm. Notice of this must, however, be registered and published for not less than four consecutive weeks in the "Government Gazette."

The Bill to provide for the Registration of Firms (Act No. 35 of 1906)* requires every firm, and every person carrying on business (trade or profession) under a firm-name, to register, before commencing business, the following particulars:—the firm-name, the nature of the business, the place or places where the business is carried on, the full name, usual residence, and other occupation (if any) of the person or persons carrying on the business, and the date of the commencement of the business. If exemption from or limitation of liability is claimed for any partner or partners, this fact must be set forth in the statement filed.

Powers of attorney held, for the purpose of transacting the business of firms, by persons other than partners, must likewise be registered.

Changes in the constitution or in the ownership of the business of a registered firm must be registered and published in the "Natal Government Gazette" within a month. Changes in the place of business must be registered, but need not be published. Re-registration is necessary within a month, as well as publication, in the case of a change of the firm-name.]

No. 19. NEWFOUNDLAND.

Report by Sir W. MacGregor, dated August 22, 1906.

The Minister of Justice reports that the only Acts in this Colony bearing upon the matter are Cap. 97 of Consolidated Statutes of the "Law of Partnership,"† Cap. 98 "of Limited Partnership,"* and Cap. 10, 62 and 63 Vict., "An Act respecting Companies."‡

Copies of these Acts are herewith enclosed and attention is drawn to Section 4, Cap. 98, Consolidated Statutes, and Sections 28 and 29, 66 and 67 of Cap. 10, 62 and 63 Vict.

[Chapter 98 of the Consolidated Statutes, "of Limited Partnerships," provides for the formation of such partnerships for the transaction of mercantile, mechanical, or manufacturing business, but not for banking or insurance. The firm-name, general nature of the business, names and places of residence of all the partners (distinguishing general from special or limited partners), the amount contributed by each special partner, and the times of commencement and termination of the partnership must be registered; these particulars must also be published for at least six weeks immediately after registry in the "Royal Gazette," and in one or two other newspapers. The same formalities are required on renewal or continuance of the partnership. Every alteration in any matter specified in the original certificate must first have been registered and published once a week for four consecutive

---

* *See* Appendix.
† Not printed. The Law of Partnership contains no provisions for registration.
‡ Not printed.

weeks in the "Royal Gazette" and any other local newspaper; and the same provision applies to dissolution of partnership before the time specified in the certificate.

The firm-name may contain only names of general partners, and the addition of the word "Company" or other general term is not allowed; if the name of any special partner be included, with his privity, he is deemed a general partner.]

No. 20. NEW ZEALAND.

Report by the Governor, dated August 25, 1906.

With the exception of the provisions contained in Sections 59-77 (Special Partnerships) of "The Mercantile Law Act, 1880," of which I enclose two copies, there are no laws or regulations in force in this Colony which require the registration of commercial firms.

Very few "Special Partnerships" have been registered under the above-mentioned Act.

[The Sections of the Mercantile Law Act, 1880, referred to* provide for the formation of special partnerships for the transaction of agricultural, mining, mercantile, mechanical, manufacturing, or other business, but not for banking or insurance. A certificate is required to be registered setting forth the firm-name, the names and places of residence of all the partners (distinguishing general from special or limited partners), the amount contributed by each special partner and also (if any) by the general partners to the common stock, the nature of the business, the principal place at which it is to be transacted, and the times of commencement and termination of the partnership. A copy of this must be published at least once in the "Gazette" and twice in the nearest available newspaper. Partnerships must be renewed after seven years, and the same formalities are then required to be observed as in the case of original formation. Notice of dissolution before the specified period (except by operation of law) must be given under the same conditions. Only the names of general partners may appear in the firm-name, with the addition of the words "and Company." A special partner who allows his name to be used in carrying on the business or in any contract connected therewith, is deemed a general partner in respect of the matter in question.]

No. 21. NORTHERN NIGERIA.

Report by the Acting High Commissioner, dated August 30, 1906.

I enclose copy of a Minute from the Acting Attorney-General on this subject.

The agents authorized to sign and act in behalf of the firms are provided with powers of attorney; these are verified and usually the principals notify this Government of the name of the agent so empowered.

Enclosure in No. 21.

Minute by the Acting Attorney-General, dated August 27, 1906.

The law respecting the registration of commercial firms in this Protectorate was formerly laid down in the Non-Natives Registration Proclamation, 1903.

The above-cited Proclamation being repealed on the 2nd of June, 1906, by the Registration of Non-Natives (Repeal) Proclamation of 1906 the only restrictions that had till then been in force no longer exist.

---

* *See* Appendix.

No. 22. ORANGE RIVER COLONY.

Report by the Governor, dated August 13, 1906.

The obligations of limited liability companies differ somewhat from those of other commercial establishments. With regard to the former category domestic companies are registered under Chapter C of the Law Book and Ordinance No. 24 of 1904; foreign companies under Part 2 of Ordinance No. 24 of 1904; foreign banks under Ordinance No. 20 of 1902; and insurance companies under Chapter 103 of the Law Book.

Firms other than limited companies are not specially required to be registered or to register the names of the responsible partners or managers. All such firms, however, which carry on business as general dealers, or which otherwise fall under the provisions of the Stamps and Licenses Ordinance, 1903, are required to take out a trading license, and, in so doing, to fill in the form provided in Schedule D to the Ordinance, stating the names of the partners and, in the case of companies, of the managers and directors. The counterfoils of these licenses form in effect a register of these particulars.

These firms are further required by the Receiver of Revenue to notify any change in their composition during the currency of the license.

The foregoing are the only provisions in force in this Colony calling for registration of commercial firms.

[Under the Stamps and Licenses Ordinance of 1903* licenses are required to be taken out by persons engaged in a large number of trades and professions, including sellers of liquor, hawkers, general dealers, butchers, bakers, advocates, attorneys, auctioneers, architects, brokers, medical practitioners, &c. The form of application in Schedule D referred to contains the name of the applicant, nature of license, name of place, period for which the license is required, firm-name, and names of partners (or, in the case of a company, of the managers or directors). In the case of a general dealer's license, the average value of stock in the business during the preceding year is also given.]

No. 23. SOUTHERN RHODESIA.

Report by the Administrator, dated August 9, 1906.

No companies or firms other than joint stock companies have been registered in Southern Rhodesia, and there is no law requiring commercial firms to register the names of responsible partners, and persons who are authorized to sign and act on their behalf.

I may add that Section 5 of the Companies Ordinance No. 2, 1895, contains a provision that:—

> "No company, association, or partnership consisting of seven or more persons that has for its object the acquisition of gain by the company, association, or partnership, or by the individual members thereof, shall hereafter be formed within the limits of this Ordinance, unless it is registered as a company under this Ordinance."

No. 24. SEYCHELLES.

Minute by Acting Legal Adviser, dated August 4, 1906.

Under our law firms are required to register and publish the names of all responsible partners and of persons who are authorized to sign and act on their behalf.

The laws in force in this Colony are the French Code of Commerce as it stood when promulgated in Mauritius and Dependencies in 1809, Titre III., Articles 18 to 50, inclusively, and Mauritius Ordinance No. 5 of 1879.†

---

* Not printed.

† *See* translation from the old French Commercial Code in the Appendix under *Mauritius*. The Ordinance No. 5 of 1879 refers only to Anonymous Companies and is not printed.

No. 25. UGANDA PROTECTORATE.

Report by Acting Deputy Commissioner, dated August 8, 1906.

I am informed by my legal advisers that there is no law or regulation in force in the Uganda Protectorate respecting registration of commercial firms, and, accordingly, such firms are not required to register the names of responsible partners or of persons who are authorized to sign and act on their behalf. The Indian Companies Act, 1882 (applied by the Uganda Companies Ordinance, 1905) provides by Section 4 that "No company, association, or partnership, consisting of more than ten persons, shall be formed for the purpose of carrying on the business of banking, unless it is registered as a company under this Act, or is formed in pursuance of an Act of Parliament or some other Act of the Governor-General in Council, or by a Royal Charter or Letters Patent; and no company, association, or partnership, consisting of more than twenty persons, shall be formed for the purpose of carrying on any other business that has for its object the acquisition of gain by the company, association, or partnership, or by the individual members thereof, unless it is registered as a company under this Act, or is formed in pursuance of some other Act, or of Letters Patent."

No. 26. WINDWARD ISLANDS.

Report by the Governor, dated July 28, 1906.

There is no legislation in either Grenada or St. Vincent requiring such registration.

The law in force in St. Lucia on the subject is explained by the Acting Attorney-General in his Minute enclosed.

Enclosure in No. 26.

Minute by Acting Attorney-General, dated July 27, 1906.

All the law respecting partnership is contained in Book Eleventh of the Civil Code. Partners are required to deliver to the prothonotary a declaration in writing stating the names in full of all the partners; and the form of Declaration is given as No. 1 in the Appendix at page 189 of the Code of Civil Procedure. We have also the Companies Ordinance, 1869 (No. 21 in the volume of "the Laws of St. Lucia," published in 1889), applying to joint stock companies and other associations, which is taken from 25 and 26 Vict., Cap 89.

There is no law requiring the registration of the names of persons authorized to sign and act on behalf of commercial firms.

[Under Articles 1733 to 1737 of the Civil Code, Book XI.,* registration is required of all general partnerships for trading, manufacturing or mechanical purposes, or for the construction of roads, dams and bridges. The particulars required to be declared are the names of all the partners in full, the character of their business, the firm-name, the date at which partnership commenced, and its intended duration. No partner is deemed to have ceased to be a partner until a new declaration has been made stating the alteration in the partnership. Articles 1769 to 1785 of the same Code provide for the formation of limited partnerships for the prosecution of any mercantile, mechanical, or manufacturing business other than banking and insurance. Such partnerships must make, file, and record a certificate, setting forth the firm-name, nature of the business, names and places of residence of all the partners (distinguishing general from special partners), amount contributed by each special partner, and times of commencement and termination of the partnership. In case of renewal or continuance of the partnership after the expiration of its term, the same formalities are necessary; and renewal is required whenever a change takes place in any of the particulars contained in the original certificate, except only a change in the names of the special partners. Dissolution before the time specified is not allowed unless

* *See* Appendix.

notice thereof has been filed in the Prothonotary's office. Names of general partners only may appear in the firm-name, and a special partner who allows his name so to appear is deemed a general partner.]

II.—No. 27. BRITISH INDIA.

Extract Letter, No. 21 *Judicial, from the Government of India, Home Department, dated* 18*th October*, 1906.

There is no law at present in force in British India which provides for the compulsory registration of commercial firms and partnerships. Legislation to that end has on several occasions been proposed, but it has never been found possible to pass any enactment owing to the difficulties arising from the fact that so many Indian firms consist of Hindus who are governed by the personal laws regulating the Hindu joint family.

At the present time we have under consideration a draft Bill which was submitted in February, 1904, by the Bengal Chamber of Commerce with the object of providing for the registration of firms and partnerships from time to time carrying on any trading business in certain parts of British India, but we have stayed further action in the matter, at the request of the Chamber, who desire to consider further the legal difficulties involved in the registration of partnerships, especially in the case of Hindu joint families.

III.—FOREIGN COUNTRIES.

No. 28. ABYSSINIA.

Report by Sir J. Harrington, dated August 2, 1906.

No such laws and regulations exist in Abyssinia.

No. 29. ARGENTINE REPUBLIC.

Report by Mr. Walter Townley, dated January 1, 1907.

I enclose a translation of a note from the Ministry for Foreign Affairs and a memorandum on the same subject, which has been drawn up by Mr. Vice-Consul Bristow.

Enclosure 1 in No. 29.

Translation of a Note from the Ministry for Foreign Affairs, dated November 2, 1906.

The legal dispositions which apply to the registration of merchants are to be found in the following article of the Commercial Code which I transcribe for you:—

"Article 25.—In order to enjoy the advantages which this Code offers to commerce and to traders, the latter should register themselves in the Commercial Court of the place at which they reside, and in default of there being a Commercial Court, the registration should be made in the Justice of the Peace's Office.

"Article 26.—All traders inscribed in the Register enjoy the following advantages:—1st. The validity of their books, in accordance with Article 63. 2nd. The right of petitioning to be allowed to come to an arrangement with their creditors. 3rd. Commercial Moratoria. 4th. Faculty of recommencing to trade. 5th. The right of being liquidator in cases of bankruptcy.

In order that the registration of merchants may produce legal effect, it must be made at the commencement of their business operations, or at such time as when the merchant does not require to avail himself of the privileges above mentioned.

"Article 27.—The registration of a merchant should be made in the Commercial Register, and the request to be so registered must contain the following details:—

1st. His name, State and nationality, and in cases of partners, the names of the partners and the name of the firm.

2nd. The class of business to be carried on.

3rd. The place or domicile of the establishment or office.

4th. The name of the manager, agent (factor), or employee placed at the head of the establishment.

"Article 28.—Minors, sons of a family and married women must add the proofs of their civil State.

"Article 29.—The inscription in the register shall be made by the Commercial Court or by the Justice of the Peace free of charge, so long as there is no motive to doubt that the merchant is in possession of the probity and credit which ought to be a characteristic of a person of his class. The Judges of the Peace shall remit monthly returns of the registrations made in their offices to the proper Commercial Court, which shall add them to the register.

"Article 30.—The Commercial Court shall refuse registration to the person soliciting it should he be found incapacitated from trading, but should such person consider himself aggrieved he may appeal to the Higher Court. Should the denial of registration have been made by a Justice of the Peace, the appeal shall be made to the Commercial Court.

"Article 31.—All alterations which may be made by merchants in the details specified in Article 27 shall be brought to the knowledge of the Commercial Court in identical form and with the same results.

"Article 32.—A person inscribed in the register is considered as a merchant for all legal intents from the day of his inscription."

Enclosure 2 in No. 29.

Memorandum by Mr. Vice-Consul Bristow.

The special legislation regarding registration of commercial firms in the Argentine Republic is to be found in the third section of the first book of the Commercial Code.

Article 25 states that in order to enjoy the advantages which the Commercial Code offers to commerce and traders, it is necessary that the latter should register themselves in the Commercial Court of the locality in which they reside, or in the event of there being no Commercial Court in such locality, that they should register themselves at the Office of the Justice of the Peace. By a subsequent article Justices of the Peace are instructed to send a list of the registrations made in their offices to the proper Commercial Court once a month.

The advantages enjoyed by registered traders are:—

1stly. The validity of their books as legal proof under the circumstances set forth in Article 63 of the same Code.

2ndly. The right of making agreements with their creditors. (Commercial Moratoria, to grant which used to be obligatory on the part of the creditors, although figuring in the Code as one of the advantages to be derived from registration, has now been suppressed by the Bankruptcy Law of 1902. Debtors have now only the right of asking their creditors to grant moratoria.)

3rdly. Right to recommence trading after a settlement with their creditors.

4thly. The right of being liquidator in cases of bankruptcy.

Traders must register themselves on commencing business, or at such other time as they may not wish to avail themselves of the advantages of so doing; otherwise registration will have no legal effect.

The request for registration must contain the following details:—

Name, civil state and nationality, or in the case of partners, their names and the name of the firm.

The class of business or trade to be carried on.

The address of the place of business or office.

The name of manager, factor, or employee who is placed at the head of the establishment.

Minors and married women must send proofs of their civil capacity to carry on business.

Registration is free of charge. The Commercial Court or Justice of the Peace must refuse registration to the person requesting it, should he be found not to have the legal right to carry on business. Should such person consider himself aggrieved he has the right of appeal, in the case of an application for registration to the Commercial Court, to the higher tribunal, and, in the case of an application made to a Justice of the Peace, to the Commercial Court.

Any subsequent alterations in the details required in the application for registration must be brought to the knowledge of the Commercial Court.

The right to be considered a trader dates from a person's registration as such.

In the second chapter of the Code it is laid down, among other obligations of traders, that they must register themselves in the public register, and inscribe therein such documents as may be required by law. The following documents must be registered in the Public Commercial Registration Office:—

(1) Matrimonial contracts made by traders, or which may have been made by them before commencing business, with the documents regarding the restitution of the wife's property which was hers before marriage, together with the title deeds of such property.
(2) Divorce decrees or judgments regarding the separation of married parties and the liquidation of the sums which the divorced husband should pay to his wife or the wife to her husband, in the case where her property is legally set apart.
(3) The deeds of partnership.
(4) The Powers of Attorney given by traders to their factors or clerks to direct or carry on their businesses and all cancellations of such Powers of Attorney.
(5) The authority given to a married woman or to a minor, and any subsequent cancellation of the same, and, in general, all documents whose special registration is ordered to be made by the Code.

All documents required to be registered must be inscribed in the register within fifteen days of the date of the same.

Marriage contracts and other documents relating to persons who have entered business, subsequent to the date of those contracts, must be inscribed within fifteen days from the date of their registration as traders. After this date the inscription can only be effected if there is no opposition thereto on the part of an interested party, and will only have legal effect from the date of its registration. For persons who may reside in a locality where there is no Commercial Court, the fifteen days are counted from the day after the arrival of the second post which left their place of residence after the date of the documents to be registered.

Any deeds of partnership which may not have been registered are, as far as the signatories are concerned, invalid in law, but as far as third parties are concerned who may have contracted with the firm, their rights are valid.

No partner may allege want of registration against his co-partner in respect of such rights as may have been created in the common interest.

Powers of Attorney given to factors and employees to carry on the business of their employers have no legal effect between the giver and the holder of the Power unless they are registered.

The Code states that a factor is such a person as a firm may designate to carry out the administration of the business or a single establishment of that business, and that no one can be a factor or manager without being in the enjoyment of the legal capacity to trade. Every factor or manager must receive a special authority from his principal or principals, and such authority only takes legal effect from the date of its inscription in the Commercial Register.

A firm may confer upon a clerk the exclusive charge of a portion of the administration of the business, such as drawing bills, collecting and receiving money, and similar operations in which it may be necessary to sign documents which may compromise his principal or principals, and it is necessary for such clerk to receive a special authority to carry out the operations with which he is entrusted. Such authority must be registered in the Commercial Register.

In the case of a partnership "en commanditaire" it is not necessary that the name of the sleeping partner should be mentioned, although the exact sum invested must be mentioned in the registration. The name of the sleeping partner must not be mentioned in the name of the firm unless he desires to be collectively responsible as if he were one of the administrators, otherwise he is only responsible as far as the amount of capital invested by him.

Deeds of partnership must contain the following details, in accordance with Article 291 of the Code:—

(1) The names and domiciles of the contracting parties.
(2) The name of the firm.
(3) The organization and control of the administration, and the names of the

partners who are at liberty to use the signature of the firm. In defect of this last detail being mentioned it is understood that all the partners can use the signature and act in the name of the firm.

(4) Specific designation as to the class of business to be carried on by the partners; the capital invested by each partner either in money, credit, or goods (the value of these last must be fixed or the basis on which their valuation is to be taken must be stated).

(5) The proportion of profits and losses which shall accrue to or be debited to each partner investing capital in the firm.

(6) The form which shall be adopted for dissolving the partnership; in case the partnership is for a limited period, the time at which it commences and at which it ends.

(7) All other clauses and conditions necessary to determine the rights and obligations of the partners between themselves or which concern third parties.

Article 296 of the Code states that legal action between partners, or taken by these against a third party, regarding the existence of the partnership, shall not be admitted unless accompanied by the deed which proves the existence of such partnership, and the proof of its registration.

No. 30. AUSTRIA.

Report by Sir W. G. Goschen, dated July 12, 1906.

I transmit herewith a memorandum, drawn up by Mr. Scott, on the subject of the laws and regulations in force in Austria respecting the registration of commercial firms.

This memorandum has been prepared with the advice and assistance of Dr. Felix Mayer, of the Ministry of Justice, and of Dr. de Griez, a lawyer who is thoroughly conversant with both Austrian and English commercial law, who have been good enough to lend their services.

I also enclose the following laws on the subject* :—

The draft law, mentioned in the memorandum, for altering and completing the regulations regarding entries in the Commercial and Association Registers, and the four following volumes of Austrian Laws:—

(1) "Erwerbe-Ordnung," 1904, vol. I., paragraph 1.
(2) "Handels-Gesetz," 1905, vol. I., paragraph 11.
(3) "Schutz der Erfindungen, Marken und Muster," 1906, vol. II., paragraph i.
(4) "Das Gesetz über Gesellschaften mit beschränkter Haftung," of March 6, 1906.

Enclosure in No. 30.

Memorandum by Mr. Scott.

Commercial firms in Austria are not organized on a uniform basis. There are:—

(1) The Commercial Register (*Handelsregister*) for entries as laid down in the Commercial Code Law of the 17th December, 1862 (Manz, vol. I., Section 11), as well as in the Act promulgating that law,† and in the

* Not printed.

† Art. 12. A commercial register, in which the entries enacted in this code are to be made, is to be kept at every Commercial Court.

The Commercial Register is public. During ordinary official hours it is permitted to anyone to inspect it. A copy of entries, which has to be attested if so requested, may be demanded on payment of the costs.

Art. 13. Entries in the Commercial Register are to be made public in their entirety without delay by the Commercial Court by means of one or more announcements in the public press, so far as is not otherwise expressly provided in individual cases in this Code.

Art. 14. Each Commercial Court must designate in the month of December each year the newspapers for its district, in which the announcements prescribed in Art. 13 are to be made in the course of the following year. This decision has to be announced in one or more public newspapers.

If one of the papers designated ceases to appear in the course of the year, the Court must designate another paper in its place and publicly notify this.

How far the Courts are obliged to follow the instructions of the higher officials in the choice of the newspapers to be designated is to be decided according to the provincial laws. (*Commercial Code.*)

law respecting partnership firms with limited liability of the 6th of March, 1906,* (Manz, separate edition of Austrian Laws); and

(2) The Association Register *(Genossenschaftsregister)* for entries as laid down in the law of the 9th of April, 1873,† relating to co-operative societies (Manz, Vol. I., Section 11).

Obligation to Register.

These laws also contain provisions as to the persons who are obliged to register their firms in the Commercial Register. They include all merchants (except pedlars) who pay a trade tax not less than that mentioned in paragraph 7 of the Introductory

---

* Section 2. On the establishment of an Austrian Company (association or partnership) with limited liability, the company must be inscribed in the Commercial Register at the Commercial Court, in whose district the company has its headquarters.

Before the inscription is made, the company does not exist as such. If business is previously carried on in the name of the company, the persons doing such business are personally liable without limitation.

Section 3. The following conditions must be complied with for the admission of a limited liability company to the Commercial Register :—

1. The signature of the Articles of Association.
2. The appointment of managers (board of directors).

Limited liability companies, the objects of which include the obtaining or working of a railway concession, the issue of mortgage bonds or funded bank debentures or the procuring and transport of emigrants (companies requiring a concession), may only be entered if the articles of association have been sanctioned by the Government (a concession has been granted to the company).

In other cases the sanction of the Government is not required for the admission of a limited liability company to the register. (*Law of Limited Liability.*)

† Section 1. The provisions of this law are to be applied to associations not restricted as to the number of their members, whose object is to assist the industry or housekeeping of their members by means of a joint business or by granting credit (co-operative societies), such as :—

Provident and credit associations.
Associations for the purchase of raw materials and re-sale of members' products.
Associations for production.
Associations for distribution.
Building societies and the like.

Section 3. For the establishment of a co-operative society the following are required :—

(1) The assumption of a title for the association.
(2) The drawing up of the Articles of Association (statutes) in writing.
(3) The entry of these articles in the Register of Co-operative Societies.

Individual members join the society by means of a written declaration.

Section 6. Extracts from the Articles of Association as entered in the Register of Co-operative Societies (registered) must be published.

The extracts must contain :—

(1) The date of the Articles of Association.
(2) The style and headquarters of the society.
(3) Its object.
(4) The period for which the society is formed, if this is to be limited to a certain time.
(5) The names and addresses of the members of the Board of Directors, if these have been fixed by the Articles of Association.
(6) The means by which notices emanating from the society are to be made public.
(7) A statement as to whether the responsibility of members for the liabilities of the society is unlimited or limited, and, if in the latter case the liability of members exceeds the limit fixed in this law (Section 76), a statement as to the extent of such liabilities.

If the Articles of Association fix a form for the issue of the resolutions of the Board of Directors and the signature thereof for the society, the provisions on this point are also to be published.

Section 7. A register is to be kept at each Commercial Court showing the co-operative societies having their headquarters within the jurisdiction of such court.

The provisions contained in the Commercial Code in regard to the Commercial Register are applicable also to this register.

Section 8. Before entry in the Register of Co-operative Societies, the society does not exist as such. If transactions are carried on in the name of the society before its registration, the persons engaged in such transactions are personally and jointly responsible.

Section 9. Every alteration in the statutes of the society must be made in writing and must be reported to the Commercial Court with a copy of the resolution of the society making the alteration.

Section 10. Branches of co-operative societies must be reported to the Commercial Court in whose district the branch is situated, for entry in the Register of Co-operative Societies, and all the provisions contained in Sections 6 and 9, with regard to the main business are to be observed in this respect. (*Co-operative Societies, Law of 9th April*, 1873.).

Act to the Commercial Law mentioned above* (edition revised by Imperial Decree of July 11, 1898; Manz, Vol. I., Section 11); consequently they also include partnership firms, which come under the above conditions, and all limited liability companies, without exception.

In the Association Register all associations which come under the above-mentioned law must be entered; these latter are not obliged, either in theory or in practice, to register themselves in the Commercial Register even if they are merchants in the sense of the Commercial Law.

Legal effect of Registration.

In certain circumstances in the case of Joint Stock Companies, *sociétés en commandite*, partnership firms with limited liability and associations the company is not properly formed until it has been registered; otherwise registration is in the nature of a declaration.

The rights and obligations accorded or imposed by the Commercial Law in regard to firms, commercial books, and powers to act per procuration only concern the merchants who are actually registered. Merchants who fail to register themselves when required by law are liable to a fine. The Courts are informed when a merchant becomes liable to registration by periodical notices furnished by the tax commissioners in accordance with the decree of the Ministry of Finance of March 9, 1864, and the explanatory note of December 5, 1887 (Manz, Vol. I., Section 11). The further effects of actual registration in the Commercial Register are described in Manz's Edition of Laws, Vol. I., Section 11, Article 10 of the Commercial Law.†

In order to take effect as regards third persons an entry in the register must be published in the proper form; this question is dealt with in the provisions of

---

* Section 7. The provisions of the Commercial Code as to firms, accounts and power of attorney are applicable to all merchants (except hawkers) who are as a result of the exercise of their business liable to the payment of an annual State industrial tax of at least 60 fl. in places of a population of more than 100,000 inhabitants, of at least 40 fl. in places with a population of over 10,000 but not over 100,000, and at least 25 fl. in places with a population of not more than 10,000, or the extent of whose business would render them liable to the payment of the tax to the extent indicated, were they not exempted therefrom.

Associations to carry on a trade to which the above-mentioned provisions of the Commercial Code are not applicable are not considered trading companies. (*Introductory Act to the Commercial Code.*)

† Article 10. The legal effects arising from the actual entry of a firm in the Commercial Register are :—

1. Right of action before the Commercial Courts.
2. Commercial bankruptcy proceedings.
3. Protection of trade creditors of a registered merchant.
4. Special conditions as to legal proceedings.
5. Subjection to the Bourse Arbitration Court by means of acceptance without objection of a letter containing the arbitration clause.
6. Legal right to use of style of firm.
7. Preliminary condition for compulsory settlement.
8. Authorization to issue shares in return for instalment payments.
9. Special reference in the case of appointment of an expert lay-judge.
10. Special case of exclusion of compensation with a counterclaim on common debtors.
11. Competency of the Commercial Courts at Vienna, Prague and Trieste for charge of business and arrangement of business as to guardians and trustees.
12. Grant of a distress warrant against an unlimited trading association (company or partnership) or "Kommandit" company on the ground of a distress warrant obtained against a partner personally liable without previous enquiry. (*Commercial Code.*)

Articles 25, 46, 87, 115, 129, 135, 155, 171, and 233 of the Commercial Code;* also in paragraph 17 of the law in regard to partnership firms with limited liability of the 6th of March, 1906.† These clauses are applicable to all cases in which an entry in the register is altered or cancelled.

The registration of marriage articles alone has legal effect without publication.

Keeping of Registers.

Commercial and Association Registers are kept in each of three Commercial Courts of Vienna, Prague, and Trieste, and in every court of first instance outside the jurisdiction of these three Commercial Courts. The Commercial Register is divided into three sections. The first part, marked with the letter A, contains firms owned by individual merchants, partnership firms and "Sociétés en Commandite," the second part (B) contains joint-stock companies and joint-stock "Sociétés en Commandite," and the third (C) partnership firms with limited liability. The file of annexes forms an essential part of the Commercial Register.

Regulations for keeping the register, for dealing with current work, for communicating copies and certificates, and for submitting the register and the documents kept with it to inspection by the public are laid down in the two laws abovementioned, in paragraphs 37 Z 12 and 55, of the law of November 27, 1896 (Manz, Vol. I., Section 11), paragraph 321 of the decree of May 5, 1897 (Manz, Vol. I., Section 11), and more particularly in the decrees of March 9, 1863 (Manz, Vol. I.,

---

* Article 25. If the firm is altered or ceases to exist, or if the partners or proprietors of the firm are changed, this has to be announced to the Commercial Court in accordance with the provisions of Article 19.

If the alteration or extinction of the firm is not entered in the Commercial Register and publicly announced, persons taking part in such changes can only bring them forward against a third party, if they show that the latter was acquainted with them.

If the entry and announcement have been made, third parties must admit the fact of the alteration or extinction of the firm as against themselves, unless the circumstances justify the assumption that they neither knew nor should have known the fact.

Article 46. If the extinction of the power of attorney has not been entered in the Commercial Register and publicly made known, the principal can only bring forward the fact against a third party, if he shows that it was known to the latter at the time of the transaction.

If the entry and announcement have been made, third parties must admit the fact of the extinction of the power of attorney as against themselves, unless the circumstances justify the assumption that they neither knew nor should have known of the extinction at the time of the transaction.

Article 87. If the style of an existing partnership is altered or the headquarters of the partnership are removed to another place, or if new partners enter the firm, or if authority to represent the firm (Article 86, 4) is subsequently accorded to, or withdrawn from, a partner, the fact has to be reported to the Commercial Court for entry in the Commercial Register.

In cases of the alteration of the style of the firm, the removal of its headquarters or the withdrawal of authority to represent it, the legal operation of these facts as regards third parties is determined, in cases where the entry and announcement thereof has, or has not been made, in accordance with the provisions of Article 25.

Article 129. The dissolution of the partnership, unless arising from the commencement of bankruptcy proceedings against it, must be entered in the Commercial Register.

This entry must be made even in cases where the partnership is ended by the expiration of the period for which it was formed.

The retirement or expulsion of a partner from the firm, must, like the dissolution of the partnership be entered in the Commercial Register.

Article 135. The names of the liquidators are to be reported by the partners, to the Commercial Court for entry in the Commercial Register; they must sign their names in person before the Court or else furnish a duly attested signature.

Article 155. If the style of an existing "Kommandit" partnership [*i.e.*, an association or company in which certain partners are personally liable, whilst others only put capital into the business] is altered, or the headquarters removed to another place, these facts have to be reported by all the partners in the manner specified in Article 151 for the purpose of entry in the Commercial Register. The Commercial Court will legally hold the personally liable partners responsible under penalties for the fulfilment of this provision.

Article 171. If a "Kommandit" partnership is dissolved, or if a "Kommanditist" [partner *en commandite*] removes the whole or any part of his capital, these facts must be entered in the Commercial Register.

Article 233. Any alteration in the membership of the Board of Directors must be reported for entry in the Commercial Register under legal penalty. (*Commercial Code.*)

† Section 17. The names of the business managers at all times and the withdrawal of or alterations in their powers of attorney are to be reported without delay to the Commercial Register. Duly attested proof of the appointment or alteration must accompany the notice. (*Law of Limited Liability*).

Section 11), May 14, 1873 (Manz, Vol. I., Section 11), and April 26, 1906 (Manz's Edition of the Law respecting Partnership Firms with Limited Liability).*

It should be mentioned that entries in the register are only made on motion, except as otherwise provided for in paragraph 14 of the Introductory Act to the Commercial Law (declaration of bankruptcy),† and paragraph 342 of the law of May 27, 1896 (Manz, Vol. I., Section 11; appointment of a receiver to administer the estate of a registered firm), as well as in certain cases provided for in the law respecting partnership firms with limited liability. Any person failing to apply for registration when he should have done so is liable to a fine.

An important change and addition in the system of registration is contemplated in the Government Bill already before Parliament by which the regulations regarding entries in the Commercial and Association Registers will be altered and completed. Some of the changes which it is proposed to introduce into the Commercial Register have already been carried out as regards partnership firms with limited liability.

It may be mentioned that some points of the law relating to firms are also dealt with in the Trade Regulations (law of March 15, 1883; Manz, Vol. I., paragraph 1).

Mention should also be made here of Clauses 5, 10, 24, 25 and 32 of the law of January 6, 1890, respecting the protection of trade marks (Manz, Vol. II., Section 1).

---

* *Registration of a Firm consisting of a single individual.*

The following particulars $\frac{\text{are to be entered}}{\text{have been entered}}$ in the register of firms consisting of a single individual :—

Domicile of the firm—
Style of the firm—
Nature of business—
Proprietor—
Branch of the head office in
$\frac{\text{with the style of—}}{\text{under the same name}}$
Power of attorney granted—
Special entries (marriage settlements, &c.)—
Date of registry Commercial Court Section.

Registration of a partnership firm.

The following particulars $\frac{\text{are to be entered}}{\text{have been entered}}$ in the register of partnership firms :—

Domicile of the firm—
Style of the firm—
Nature of business—
Form of association—
Personally liable partners—
Partners with limited liability ("Kommanditists")—
Branch of the head office in
$\frac{\text{with the style of—}}{\text{under the same name.}}$
Authorized to represent the firm—
Signature of firm—
Power of attorney granted—
Special entries (marriage settlements, &c.)—
Date of registry—
Commercial Court Section

† The opening of bankruptcy proceedings dealing with the property of a merchant, a trading company (or partnership), or a person who is a personally liable member of the latter, or in the case of "Kommandit" companies is interested only as a sleeping partner ("Kommanditist") is to be officially noted in the Commercial Register.

If the Commercial Register, in which the note has to be entered, is not kept at the Court which issued the bankruptcy order, the latter must report it without delay to the court at which the register is kept, in order that the entry may be made.

The order for making this entry officially does not require the sanction of the senate of judges. (*Introductory Act to the Commercial Code, Section* 14.)

The forms to be used in connection with the keeping of the register are laid down in the Decree of the Ministry of Justice of December 10, 1901. (Manz, Vol. I., Section 11.) This decree also contains a number of instructions as to the procedure to be followed by the Courts. The forms are illustrated by examples in Dr. von Nemethy's book "Die Formularien des Verfahrens ausser Streitsachen," 9 Manz, 1902. A new edition is in course of preparation.

Publication of Entries.

The newspapers in which entries in the register are published each year are selected beforehand by the Governor of the Province after consultation with the Registry Courts (paragraph 11 of the Introductory Act to the Commercial Law).

In connection with the decree of the Ministry of Justice of December 10, 1901, a journal named the "Central News for entries in the Commercial Register" was established. It is published by Moritz Perles, Vienna, under the auspices of the Ministry of Commerce, and is designed to keep the whole business world informed of entries made in the Austrian Commercial Registers. This central journal, as well as the local provincial paper, is recognized by the Governors of provinces as an official organ for advertising registrations, &c. In addition to entries in the Commercial Register it contains information regarding the entry in or removal from the Association Register of all firms and the opening and conclusion of bankruptcy cases.

As regards co-operative societies, the Fiscal Procurator is empowered, in cases where the public interest is concerned, to appeal against judicial decisions by which the Statutes of the Realm may be infringed; this remedy is especially employed when the articles of association of co-operative societies who are not obliged to apply for a concession are at variance with the law.

More extensive powers have been conferred on the Fiscal Procurator by the law relating to partnership firms with limited liability, so far as such firms are concerned.

In other cases there is no legal means of disputing judicial decisions in regard to registration.

The question as to what persons connected with the firm and what other persons, who are entitled to represent the firm, are to be entered in the register, is determined by the following rules:—

All the members of partnership firms, the members of "Sociétés en Commandite" whose personal liability is unlimited ("Komplimentäre"), all the members of the Board of a joint-stock company, and all the managing directors of a partnership firm with limited liability must be entered in the Commercial Register, and all members of the board of a co-operative society must be entered in the Association Register. Besides these all persons who are entitled to act per procuration must be registered. Other persons employed by the firm are not registered.

For convenience of reference the following list of German terms and the English equivalents used in this memorandum is appended.

Gesellschaften mit beschränkter Haftung.—Partnership firms with limited liability.

Genossenschaften.—Associations.

Erwerbs-und Wirtschaftsgenossenschaften.—Co-operative societies.

Handelsgesellschaften.—Partnership firms.

Aktiengesellschaften.—Joint-stock companies.

Kommanditgesellschaften.—"Sociétés en Commandite."

Kommanditgesellschaften auf Aktien.—Joint-stock "sociétés en commandite."

Offene Gesellschaften.—Partnership firms.

Finanzprocuratur.—Fiscal Procurator.

Prokuristen.—Persons entitled to act per procuration.

No. 31. BELGIUM.

Report by the Legal Adviser to His Majesty's Legation, dated July 4, 1906.

BELGIUM has not yet followed the example of Switzerland, Germany, Spain, and Portugal as to the registration of all commercial firms, but the matter is likely to come before Parliament before long.

The regular commercial companies and partnerships, formed in accordance with the Belgian Laws on Companies (Law of May 18th, 1873, modified by the Law of May 22nd, 1886), *i.e.*, the *Société anonyme, Société en commandite, Société en nom collectif, Société co-opérative,* have to be registered in the Courts. Their articles of association (*statuts*) and all modifications of these articles, including the names of all persons authorized to sign and act on behalf of these companies and partnerships have to be filed at the office of the Registrar of the Commercial Court, and have to be published in the official Gazette "Moniteur Belge."

It is, therefore, always easy to find in the records of the official Gazette the names of the responsible persons acting for any regularly established company or partnership.

But besides these regularly established corporations, there are in Belgium a certain number of "firms" without any legal standing as such. It often happens that Mr. Jones, for instance, is trading, and is only known to the public, under one of the following names: Jones and Company, Jones and Son, The Jones Company, The Jones Trading Company, or even "The Trading Company."

Therefore, the public is often led to believe in the existence of a genuine company, when in fact no company exists at all, and it is sometimes difficult to find out who is the person responsible for this fictitious "company."

The commercial community has often complained about the situation. Mr. Braun, Senator, has prepared a Bill on the matter, but this has not yet been discussed in Parliament. This Bill, however, was discussed in April and May, 1905, by the Legal Section of the Brussels Chamber of Commerce, a highly respectable body, of which the leading merchants of Brussels are members.

The principles of the proposed law as they were generally approved of by the Commercial Chamber may be summarized as follows:—

1. The law will apply to all merchants or traders paying at least 20 francs "patente" (trading licence).

The Belgian Commercial Code designates as merchants or traders all persons making transactions entitled commercial by law and whose habitual occupation consists of such transactions.

2. The name under which a trader conducts his business and by which he signs his commercial undertakings is called his "commercial name or firm."

3. Every trader is bound to declare to the Registrar of the Commercial Court in whose district his office is situated:—

(*a*) his names, surnames, and domicile;
(*b*) his commercial name;
(*c*) his particular trade or business;
(*d*) the date of opening of his trade or business;
(*e*) his place of business.

To such statement the trader is bound to add a model and three copies of his commercial signature, duly legalized, and the type for printing it.

All these statements are entered in a register called "Commercial Register."

4. The "Commercial Name" of a trader may be his surname, with or without his name, the names and surnames of his wife; such commercial names may also specify some other indication of the trader personality, but only on condition that the public is not misled as to his identity.

The mention of any fact or name that might delude the public into believing in the existence of a company is prohibited.

5. Any alteration of the commercial name, and any change that occurs amongst the staff using that name, as also any transfer of the business has to be notified to the Registrar and entered in the register.

6. This register will be kept in every Commercial Court, the public having free access to same.

All statements appearing in the register are to be published within 10 days in the official Gazette "Moniteur Belge." Such statements will have legal value towards third parties five days after publication only, but without prejudice of the latters' rights.

Besides this sanction Mr. Braun proposed that a penalty of 300 francs be inflicted upon those merchants who do not make the required statement within 15 days of their commencing business under the commercial name chosen. This proposal, however, was not approved of by the Brussels Chamber of Commerce

who advocated some other monetary penalty similar to the penalty fixed for fiscal taxation matters.

Mr. Braun's Bill also deals with the different formalities to be gone through for the transfer of commercial names and other matters that are perhaps beyond the scope of the information required by the Foreign Office.

No. 32. BRAZIL.

Report by His Majesty's Consul-General at Rio de Janeiro, dated August 3, 1906.

Article 300 to Article 303, inclusive, of the Commercial Code and Decree, No. 916, of October 24th, 1890, govern the points in question.

I forward herewith the said articles of the Commercial Code and the Decree No. 916 contained in the enclosed volume of laws on pages 446 and 564 and also translations* of the same.

I beg to report that the signature of commercial firms is required to be registered as also the full name of everyone entitled to use it, besides the firm's signature as signed by each of those persons.

No. 33. BULGARIA.

Report by Sir G. Buchanan, dated July 25, 1906.

The only laws and regulations respecting the registration of commercial firms in Bulgaria are contained in the Commercial Code (Chapter 3, Articles 17-30), a French translation of which I have the honour to enclose herewith.

[Articles 17 to 30 of the Bulgarian Code of Commerce provide for the regulation and registration of firm-names. Under Article 23 every merchant is required to register his firm-name at the time of his commencing business, and to furnish an original or a legalized copy of his signature. Branch establishments must also be registered. Cessation or change of a firm-name must be notified to the Court in order that the necessary alterations may be made in the register.

Under Article 49 powers of attorney granted to persons for the purpose of administering and signing for the firm must be registered. The withdrawal of such powers must likewise be registered and published.†]

No. 34. CHILE.

Report by His Majesty's Vice-Consul at Santiago, dated October 4, 1906.

COMMERCIAL firms in Chile are required to fulfil the following conditions before they can be registered:—

(1) Enter into a contract in the form of a public document drawn up before a qualified Notary Public, which document should state the following particulars:—The surnames and Christian names of the partners, together with their addresses; the name and style of the firm; which partners are responsible for the management and who have the right of signing the name of the firm; the amount of capital each one of the partners brings into the concern, whether this be in cash, credit, or any other kind of assets, the valuation put upon the furniture and property, and the manner in which these should be valued in case no fixed valuation has been assigned to them; the class of business which the firm proposes to enter into; the proportion of profit and loss to be assigned to each of the partners; the date when the firm

* *See* Appendix.

† For an English translation of the portions of the Commercial Code referred to, *see* Appendix.

proposes to commence business and the duration of the partnership; the amount which each partner is allowed to draw annually for his personal expenses; the manner in which liquidation and division of the profits is to be carried out; whether possible disputes are to be submitted to arbitration, and, if so, in what manner are the arbitrators to be named; the residence of the firm; any conditions, other than those aforementioned, which may be agreed upon by the partners must also be included in the contract.

(2) Within 15 days from the date of the above public document, the partners must hand to the Court of Commerce of the department where the firm is established an extract of the document containing the foregoing details, which must be certified by the Notary before whom it was signed.

(3) The extract is then inscribed in the Register of Commerce, exhibited for three months in the Secretarial Department of the respective Court, and published in 10 issues in a newspaper of the department. Should there be no newspaper in the department, the publication is to be effected by means of a notice fixed to three of the most prominent walls of the domicile of the firm. A copy of each of the 10 issues of the newspapers containing the published extract must be handed into the Court of Commerce.

Should the public document not be drawn up, or should any of the above formalities not be complied with, all contracts between the partners are rendered null and void. Nevertheless the partners will be held responsible as regards engagements contracted by them with third parties in the name of the firm.

Foreign firms desiring to open branches in Chile must obtain permission of the President of the Republic to do so. The permission, when obtained, is published in the "Official Gazette."

The above is a full summary of the laws respecting the registration of commercial firms as laid down in the Commercial Code of Chile.

It should be borne in mind that, in the case of a foreign firm appointing merely an agent to sell goods on commission, the permission of the President is not necessary, since the agent in question will come under the ordinary law of registration of his business.

No. 35. COLOMBIA.

Report by Mr. Francis Stronge, dated December 19, 1906.

I enclose herewith a memorandum on the laws and regulations in force in this country with regard to the registration of commercial firms.

I could wish that it had been possible to explain the matter more briefly, but the memorandum would be incomprehensible without somewhat detailed reference to the laws bearing indirectly on the subject and without careful definition of the legal terms employed.

As it stands, I trust that it will be easily understood at least by those acquainted with the French Code, from which Colombian law is largely borrowed.

I would add, however, that it can hardly take the place of advice by a local lawyer which should never be dispensed with in the case of persons about to open a place of business in this country.

I also enclose copies of the laws and regulations referred to in the memorandum,* and copies and translations of two recent decrees† which are so closely germane to the subject that they could not well be omitted.

Enclosure in No. 35.

MEMORANDUM.

BY Article 9 of the Commercial Code now in force all persons are considered in law to be merchants who, being legally capable of engaging in commerce, are regularly and professionally occupied with operations which this industry entails.

* Not printed.

† For translations, *see* Appendix.

To quote the 18th article of the same code, trade is legally presumed to be carried on habitually when the person in question keeps an open establishment for the purpose, making therein purchases and sales, or when he publicly announces, by circulars, advertisements, or showbills, that his establishment carries on any of the operations which are considered by the Commercial Code to be acts of trade, and if it follows from these advertisements, &c., that he really does act in this way.

There is no roll or register in Colombia of firms or commercial houses belonging to a single individual who is working on his own behalf and not as a member of a commercial company.

The formality of commercial registration only exists for jobbers or agents intermediary between the buyer and the seller (Commercial Code, Article 65), for money changers and such persons as undertake, on behalf of others, the purchase or sale of public funds, coin and articles of commerce (Commercial Code, Article 92), and for auctioneers or persons who hold auctions or sales or mercantile establishments intended for the sale of merchandise or other saleable articles to the highest bidder. (Article 106, id.)

Persons carrying on these employments habitually must, in order to enjoy the rights conferred by the Commercial Code, be inscribed in a register kept by the Secretary of the Tribunal of Commerce or in one which takes its place. The entry must state the name, age, and previous residence of the person registered, the date of the entry and the day on which he retires from this business should he give this last information. (Articles 68, 69, 95, and 107, id.)

With regard to the registration of firms, it must be borne in mind that the Colombian law recognizes various kinds of associations, which may be either civil or commercial. (Article 2085 of the Civil Code.)

Commercial associations are those which are formed for the purpose of carrying on transactions which the law qualifies as acts of commerce. The others are civil associations. It may be stipulated that the association, though not of commercial nature, should nevertheless be subject to the rules applied to commercial associations. (Article 2066, C.C.)

The Commercial Code (Article 463) recognizes three kinds of associations:—

(1) Partnerships (*Sociedad colectiva*).
(2) Limited Liability Company (*Sociedad anónima*).
(3) Partnerships, where one of the partners is a sleeping partner whose name does not appear in the name of the firm and whose liability is limited to a fixed sum (*Sociedad en comandita*).

Commercial associations of whatever kind are formed and regulated by public documents which are registered in accordance with the Civil Code.

The dissolution of the association before the expiry of the stipulated term, the prolongation of this term, any change made in it, the death or retirement of one of the partners, the alteration of the signature of the association and, in general, any reform, amplification or modification of the contract, must be embodied in a public document in legal form (Articles 465, 551, 598, and 613 of the Civil Code), and no proof of any kind is admissible contrary to the tenor of the documents executed in fulfilment of this prescription nor in order to justify the existence of agreements not therein contained (Article 468, id.).

Within 15 days of the signature of the above-mentioned documents the partners must lodge at the Tribunal of Commerce of the place where the association is domiciled an extract of the documents certified by the Notary who authorized them, (Article 469 of the Commercial Code).

The extract must be registered at the office of the Tribunal where it is presented, and published in a newspaper of the department, and, should there be no newspaper, it must be posted up in three of the most public places at the domicile of the association. If the association should establish houses of business in different places, the registration and publication must take place in all of them within the 15 days preceding the opening of the new business (Article 470 of the Commercial Code).

The omission to draw up a document of association or the neglect to comply with any formalities prescribed in Articles 469 and 470 completely nullifies the contract as between the associates. They are, however, jointly liable as against third parties with whom they may have contracted obligations in the name or in

the interests of the association. The subsequent fulfilment of the prescribed forms, and the express ratification and voluntary execution of the contract, do not validate it (Articles 472 and 473 of the Commercial Code).

Partnerships (*Sociedad colectiva*).

When the association is a partnership, the extract of the document of association which has to be registered at the office of the Tribunal of Commerce or the office which exercises the functions pertaining thereto must contain, amongst other things, the following particulars:—

(1) The names, surnames, and domiciles of the partners.
(2) The signature of the association.
(3) The members of the association charged with the administration and empowered to use the signature of the association (Article 469 of the Commercial Code).

There is no provision of the law by which it is made obligatory to include in the register the names of persons not members of the association who are empowered to use the signature of the association in accordance with Article 490 of the Commercial Code.*

Limited Liability Companies (*Sociedades anónimas*).

A limited liability company is administered by directors who are elected as provided by the statutes of the association. They are temporary and subject to removal, they may or may not be members and may be salaried or honorary.

For every manager or administrator named, two deputies must be elected who will replace him by roll in case of his default or their default (Law 42 of 1898, Article 1).

Among the particulars which must be contained in the extract of the document of association presented for registration is the following, marked No. II.:—"The name, surname, and domicile of the manager or legal representative of the society, and those of his two deputies who take his place, in their order, in case of his absolute or temporary default in the representation of the said association" (Law 42 of 1898, Articles 1 and 2).

The persons whose names are entered as chief or deputy managers at the office of the Tribunal where the extract of the document of association is registered are the legal representatives of the association until a certified act of the association is lodged at the same Tribunal stating that they have been replaced by three others —a chief and two deputy managers. A similar lodgment must take place whenever these representatives are altered for any reason whatever. These acts, after registration at the Tribunal, are published at least three times in the "Official Gazette" of the department (Articles 2 and 3, Law 42, 1898).

In Article 1 of Law 124 of 1888, which is additional to the Commercial Code, it is laid down that any limited liability company domiciled outside the country, which has for its object enterprises of a permanent character within the territory of the Republic, is bound to file in the notarial office of the circumscription where the principal seat of the business is situated, within six months of its initiation, the articles of association and its statutes. These associations have to comply with the provisions of Articles 469 and 470 of the Commercial Code as far as the designations dealt with in Article 467 appear in the document establishing the company and in the statutes which have to be filed (Law 42 of 1898, Article 2).

Associations *en comandita*.

Article 597 of the Commercial Code recognises two kinds of associations *en comandita*—simple and in shares. The simple *comandita* is formed by the collection of a fund contributed wholly or in part by one or more of the sleeping partners (*socios comanditarios*), or by them and the active partners (*socios colectivos*) at the same time.

The *comandita* by shares is constituted by the collection of a capital divided into shares or coupons of shares and contributed by members whose names do not figure in the document of association.

---

* Article 490 provides for the use of the association's signature by such persons in virtue of a power of attorney.

The simple *comandita* is formed and tested in the same manner as a partnership and it is subject to the same rules in so far as they are not in contradiction with the legal nature of the contract and the special provisions by which it is governed (Article 598 of the Commercial Code).

In the document of association the name of the sleeping partner may be omitted and it must never figure in the extract mentioned in Articles 469 and 470 (Article 599 of the Commercial Code).

The rules laid down in the section of the Commercial Code which deals with the simple *comandita* are applicable to the *comandita* by shares in so far as they are not in contradiction with the special conditions which govern it (Article 613, Commercial Code).

As the legislature has not created Commercial Judges, the Circuit Judges perform their functions, and where there are no Circuit Judges, the duty devolves on the Municipal Judges. (Resolution of the Minister of Interior of December 17, 1889.)

The laws referred to above are those now in force in Colombia with regard to the registration of firms or commercial houses and it follows from them:—

1. That Partnerships (*Sociedades Colectivas*) must register the names of the partners, stating separately the name of each of the partners who is authorized to use the signature of the firm.

2. That Limited Liability Companies (*Sociedades Anónimas*) must register the name of the manager and of the two deputies who take his place as representative of the company in case of his temporary or absolute default, and that a fresh registration must take place whenever for any reason these representatives are changed. That limited liability companies domiciled outside the country, which have for their object enterprises of a permanent character, must file the documents under which they are formed and their statutes within six months of the establishment of their business, with the notary of the circumscription which is the principal seat of their operations; and that these companies must register at the office of the Tribunal of Commerce or at the office which takes its place, the names of its managers or administrators and of the persons chosen to take their place in case of default, in so far as these particulars appear in the document which they are obliged to file.

3. That Sleeping Partnerships (*Sociedades en Comandita*) must register the names of all the active partners (*socios colectivos*) and in addition those to whom the use of the signature of the firm has been entrusted; and that it is forbidden to mention in the register the names of the sleeping partners (*socios comanditarios*).

4. That commercial associations are not bound to register the names of non-members who are authorized to use their signature and to represent them. Such persons should always state that they do so by power of attorney (*por Poder*).

5. That individual commercial firms are not, as a rule, bound to register, but that commission agents, money changers, and auctioneers must register their firms in order to enjoy the rights accorded to such persons under the Commercial Code.

No. 36. CUBA.

Report by Mr. G. W. E. Griffith, dated September 19, 1906.

THE registration of commercial firms is subject to the provisions of the law contained in Articles 16 to 32 of Chapter II. of the Spanish Commercial Code which treats of the Mercantile Registry.

The law was applied to Cuba in 1886, and came into effect on May 1st of that year.

By Article 1 of the rules which were drawn up for the organisation and conduct of the mercantile register in Cuba and in accordance with Article 16 of the Code of Commerce, it is provided that mercantile registers shall be kept at the capitals of the six provinces, consisting of two books, one for the registration of merchants, and the other for that of companies. A third book for the registration of ships is kept at Havana for the Province of Havana and Pinar del Rio, at Matanzas, Santiago de Cuba, Cienfuegos and Nuevitas.

For private firms registration is optional. Order No. 400 of September 28th, 1900, which made it compulsory for all merchants selling by wholesale or retail to register within eight days from date, has so far remained a dead letter.

Merchants, as defined by Article No. 1 of the Commercial Code and by Article 20, Chapter III., of the Rules for the organization and conduct of the Mercantile Register, are :—

1st. Those who, not forming a company, possess the proper legal qualifications for embarking in any business, or who express their intention to do so.

2nd. Mercantile or industrial firms constituted according to the provisions of the Commercial Code.

Under the name of the *Merchant* or *Firm* the following particulars must appear in the register :—

(1) The name or firm-name.
(2) The nature of the business carried on.
(3) The date on which business was, or will be, commenced.
(4) The domicile, specifying any branches which may have been established, without prejudice to their registration in the provinces where they are situated.
(5) The deed of partnership and any documents modifying, rescinding, or dissolving the firm.
(6) General powers of attorney given to the managers, agents, employees, or any other person, as well as their revocation.
(7) The authority from a husband permitting his wife to carry on business, and the legal or judicial qualification of a wife to manage her husband's business during his absence, or owing to civil incapacity.
(8) The revocation of the authority given to a wife to trade.
(9) Dower settlements, matrimonial contracts, and the title deeds to the private property of the wives of merchants.

All *Companies* are compelled to register and to furnish for registration the following particulars :—

(*a*) The names, surnames, and residences of the partners.
(*b*) The name of the company.
(*c*) The names and surnames of the partners to whom the management of the company's affairs are to be entrusted, and who are entitled to sign in the company's name.
(*d*) The amount of capital contributed by each partner in cash, credits, or goods, with an expression of the value which is put upon these latter, or a statement of the basis on which a valuation will be made.
(*e*) The duration of the company.
(*f*) The amount assigned annually to each partner for his private expenses.

In respect to *Anonymous Companies*, the same information is required as is contained in (*a*), (*b*), (*c*), and (*d*), and also :—

(1) The number of shares into which the capital is divided.
(2) The term within which the unpaid capital must be paid up.
(3) The duration of the company.
(4) The operations to be carried on.
(5) The time and form of calling and holding the ordinary general meetings and the cases in which extraordinary meetings should be held.

A merchant who is not registered cannot record a document in the register, nor can he avail himself of its legal effects.

In the registers of *Vessels* the following particulars are to be recorded :—

(1) The names of vessels and their owners.
(2) A change of the vessel's name or of ownership.
(3) Any mortgages or charges against the vessel, as well as their cancellation.

Registration is effected, as a general rule, by the presentation by the party interested of copies of documents duly certified by a Notary.

Deeds of partnership, which have not been registered, are good as between the subscribers, but they shall not act to the prejudice of a third party who may, nevertheless, take advantage of them to his own benefit.

All agreements or resolutions increasing or decreasing the capital of mercantile companies of whatever denomination must be recorded in the register, as well as those modifying or altering the conditions of any document on record.

Recorded documents can produce legal effect to the prejudice of a third party only from the date of registration, and they shall not be invalidated by others of prior or subsequent date which are not registered.

Powers of attorney which are not recorded are good as between the giver and receiver, but they cannot prejudicially affect a third party who, nevertheless, may avail himself of them.

A certified copy of any information on record will be furnished by the Registrar upon receipt of a signed application in writing.

Leaving out of consideration the Military Order, No. 400, of September 28th, 1900, the provisions of which have up to the present not been enforced, it may be asserted that although registration is optional for private firms, it will always be to the interest of firms of any standing to register, in which case the deed of partnership, and in the case of companies the articles of association, must be recorded in the register.

Powers of attorney must also be registered, as well as their revocation.

No. 37. DENMARK.

Report by Mr. John Ford, dated June 28, 1906.

THE regulations in Danish law relating to registration of firms are contained in Act of March 1, 1889, and apply to all who carry on business as traders, masters mechanic, and manufacturers.

As regards the liability to register, the law prescribes that it is not obligatory for a person trading under his own name to register his firm. However, if he appoints another person to sign for him *per procura*, he must have this appointment registered to make it legal, and if he withdraws the procura or appoints another person, this fact must likewise be registered. This rule relating to procura applies to all other firms and companies as well.

All other firms must be registered before the business is commenced.

As regards the particulars of the registration the following stipulations are made in the law:—

(1) A single person's Firm must contain his surname, with or without his Christian name or initial of same, and must not contain anything indicating it to be a company of several partners. It is permissible to include in the firm's name an indication of the nature of the business or trade, and the registration form must, besides the name of the firm, give particulars as to: (*a*) the full name and residence of the owner; (*b*) the general nature of the business; and (*c*) the name of the communal district in which the head office of the firm is situated.

(2) The firm-name of a Responsible Company (*i.e.*, a company in which all the partners are jointly and severally responsible for all the company's obligations) must contain at least one member's name, and an additional statement indicating that the firm is a company; but it must not contain names of other persons than such, who are fully responsible members, or anything tending to reduce their liabilities. The liability to register rests with all the fully responsible partners, and the application for registration must be signed by all of them. The application for registration must contain: (*a*) the full names and addresses of all the partners; (*b*) information as to the general nature of the business; (*c*) the name of the communal district in which the head office of the firm is situated; and, further, in case not all the members have the right to sign the firm's name separately, (*d*) who possesses this right, and whether this right can only be exercised by several partners jointly.

(3) The firm-name of a Commandite Company, with one or more sleeping partners who are not responsible for more than the capital they have invested, must contain the name of at least one fully responsible partner, and an additional statement indicating that the firm is a company, or, if the company is a commandite share company, a statement indicating this fact. The names of sleeping partners as above must not be contained in the firm's name. As regards the registration, the same rules apply as for a responsible company, but it must, in addition, be

expressly stated that the company is a commandite company, and information must be given as to the names of the various sleeping partners and the capitals they have invested. Further, the application for registration must be accompanied by a declaration from the sleeping partners that they give their consent to the registration. The sleeping partners can only obtain the right to sign for the firm *per procura.*

(4) The firm-name of a Joint Stock Company must contain a statement indicating that the company is a joint stock company, but it is not necessary that the nature of the business is described. The application for registration must be signed by those who are entitled to bind the company by their signatures. In the application the following particulars must be given: (*a*) the date of the bye-laws; (*b*) a description of the nature of the business; (*c*) the name of the communal district in which the head office is situated; (*d*) the amount of the share capital and the number of shares; (*e*) whether the shares are issued on name or to bearer; (*f*) whether the shares are fully paid, and if not, when full payment can be claimed; (*g*) whether publications to the members are to be inserted in public papers, and, if so, the names of same; (*h*) the full names and addresses of the directors; and (*i*) the names of those entitled to sign for the company. Those who are entitled to sign for the company shall have the power to do so in all matters relating to the company's affairs.

(5) The firm-names of other Companies with limited liability must contain an indication of the nature of the business, and they must not contain any person's name.

As mentioned above, the rules as regards registration are contained in the Act of March 1, 1889. Further regulations as to the keeping of the registers are contained in the Royal Decree of May 24, 1889.

Copies of the Act and the Decree are enclosed herewith.*

No. 38. EGYPT.

Report by M. Rocca Serra (one of the Legal Advisers to the Egyptian Government), dated July 1, 1906.†

THE registration of commercial firms in Egypt is regulated by Articles 54, 55, 56, and by the articles which follow of the Mixed Commercial Code, these articles being exactly reproduced in Articles 48, 49, 50, &c., of the Native Commercial Code.

It follows that, from this point of view, commercial firms, whether native or foreign, are under the same rules, which are as follows:—

An extract from the Act of Association must be deposited at the Registry of the Commercial Tribunal, at the headquarters of the company and at each of its branches; this Act is then transcribed into a special register kept at the Registry and exposed during three months on a notice board reserved for judicial publications within the precincts of the Court.

The same extract must, moreover, be published in a newspaper which receives judicial notices and which appears in the town where the company has its headquarters or in two newspapers appearing in some other town.

This extract should contain:—

(1) The surnames, Christian names, description and addresses of the responsible partners.
(2) The statement of those partners who are authorized to manage, administer, and sign documents on behalf of the company.
(3) The branch of commerce in which the company is engaged.
(4) The total amount of capital actually subscribed or liable to be called in.
(5) The date on which the company is to come into being and the date on which it is to be wound up.

The formalities indicated above must be completed within 15 days of the signature of the Act of Association under pain of nullification.

* Not printed.

† For a translation of the articles of the Mixed Commercial Code dealing with the question, *see* Appendix.

No. 39. FRANCE.

Memorandum by Sir Henry Austin Lee, dated June 28, 1906.

THERE are no laws and regulations in France respecting the registration of commercial firms with names of partners and persons authorized to sign on their behalf unless such firms are constituted as companies known as *sociétés en nom collectif* or *en commandite.**

These associations are governed by Article 18 and following articles of the Code de Commerce and by the law of 24th July, 1867. By Articles 55-60 of this law they are required within one month to file a duplicate of the deed constituting the association at the registry of the Juge de Paix and of the Tribunal de Commerce of the place where such association is established, and if the firm has several places of business, in each district, and also within the same time advertise in a judicial newspaper an extract of the deed setting out the names of the partners other than those *en commandite*, the title of the firm and its principal office, also the names of the partners authorized to manage the business and to bind the partnership by their signatures, the amount of the capital and the amount to be subscribed by the *Commanditaires*, the date of commencement and the date when the partnership is to terminate as well as the date of the filing of the deed at the registries of the Juge de Paix and Tribunal de Commerce; also whether the partnership is *en nom collectif* or *en commandite simple.*

This memorandum purposely excludes the law relating to limited joint stock companies (*Sociétés Anonymes*).

No. 40. GERMANY.

Report by the Legal Adviser to His Majesty's Embassy, dated July 30, 1906.†

A. As regards the registration of a firm in the trade register, a difference is made between the registration of the firm of a single merchant and that of a partnership or company, respectively.

Section 29 Commercial Code.

I. Respecting the registration of a firm of the first kind, every merchant is obliged to have the name of his firm and the locality where the trade is carried on registered at the Court in which district the trade locality is situated.

This, however, only applies to those persons who are considered as merchants in the sense of the Commercial Code (*Handelsgesetzbuch*).

Therefore there are subject to these regulations:—

(1) Those persons who carry on a trade as described in Section 1, § 2 of the Commercial Code.‡

Section 2 Commercial Code.

(2) Those persons who carry on a trade, which, according to its kind and extent, requires for its prosecution an establishment arranged in a mercantile manner.

Section 3 Commercial Code.

A right to registration, but not an obligation, is conferred on those persons who carry on a trade incidental to an agricultural or forestry establishment.

II. Partnerships and companies, respectively, are also subject to obligatory registration as defined in Section 29, Commercial Code.§ Under these we may distinguish five groups:—

(1) Partnership (*Offene Handelsgesellschaft*), in which the liability of all partners is unlimited.

---

* For a translation from the Commercial Code with regard to the constitution of *Sociétés en Commandite*, *see* Appendix.

† For a translation of the sections of the German Commercial Code affecting *Commandite* Firms, *see* Appendix.

‡ "A person who carries on a commercial trade is a merchant in the meaning of this Code.

"As a commercial trade is to be understood any undertaking which has for its object one of the undermentioned kinds of business:—

"(1.) Obtaining and disposing of moveable articles (goods) or documents representing monetary value, without distinction as to whether the goods are disposed of in an unaltered condition or after being manufactured or worked up.

"(2.) Undertaking the manufacture or working up of goods for other persons, so far as such work involves more than merely manual labour." (*Commercial Code, Section* 1.)

§ "Every merchant is obliged to report, for insertion in the Commercial Register, the style of his firm and the place where his business is carried on to the Court in whose district such place is situated; he must sign the signature of his firm for preservation at the Court." (*Commercial Code, Section* 29.)

(2) *Kommanditgesellschaft*, in which the liability of one or more partners is limited to a certain amount and the liability of one or more is unlimited.

(3) Joint Stock Companies (*Aktiengesellschaften*).

(4) *Kommandit-Gesellschaft auf Aktien*, in which the liability of one or more members is unlimited, whereas the liability of the others is limited by the amount of the shares subscribed by them.

(5) Private Company with limited liability (*Gesellschaft mit beschränkter Haftung*).

The registration of these partnerships or companies, respectively, takes place at the Court in which the same has its seat.

(1) The *Offene Handelsgesellschaft.*

Registered are:—

(*a*) Name, Christian name, and domicile of each partner. *Section 106 Commercial Code.*

(*b*) The firm under which the business is carried on and the place where it has its seat. *Section 106 Commercial Code.*

(*c*) The date on which the Company commenced transactions.

(2) The *Kommandit-Gesellschaft.*

Registered are:—

(*a*) The regulations prescribed for the *offene Handelsgesellschaft* (comp. (*a*), (*b*), (*c*) under 1).

(*b*) The names and description of the *Kommanditisten.* These are those partners whose liability is limited to a certain amount in contradistinction to those partners whose liability is not limited, and whose registration comes under the heading (*a*). *Section 161 Commercial Code.*

(*c*) The amount of the invested capital of each *Kommanditisten.* *Section 162 Commercial Code*

(3) The *Aktiengesellschaft.*

Registered are:—

(*a*) Firm and seat of the company.

(*b*) Object of the undertaking.

(*c*) Amount of stock capital.

(*d*) The date on which the Articles of Association have been signed.

(*e*) The members of the Managing Board (*Vorstand*). (The names of the members of the Supervising Committee (*Aufsichtsrat*) are announced to the Court but not registered.)

(*f*) So far as the Articles of Association of the company contain particular regulations as to its duration or the authority of the members of the Managing Board to represent the company (in case the same differ from the regulations contained in Section 232, Commercial Code, as to their joint authority) these regulations are registered. *Section 198 Commercial Code.* *Section 201 Commercial Code.*

Should a branch business exist, the facts mentioned under (*a*) to (*f*) are to be registered, and, moreover, the place of the branch business. In the commercial register of the head establishment the registration of the branch business must also be entered. The same regulations prevail for branch establishments of foreign companies. *Section 29 Commercial Code.* *Section 131 Law on Voluntary Jurisdiction.*

(4) The *Kommandit-Gesellschaft auf Aktien.*

Registered are:— *Section 20 Commercial Code.*

(*a*) The statements as prescribed for joint stock companies under No. 3 (*a*), (*b*), (*c*), (*d*), (*f*).

(*b*) In place of the registration of the members of the Managing Board (under 3 (*e*)) are registered the names of the personally liable members. *Section 323 Commercial Code.*

(5) The *Gesellschaft mit beschränkter Haftung* (Private Company with limited liability).

Registered are *always*:— *Section 10 Commercial Code.*

(*a*) Firm and seat of the company.

(*b*) The object of the undertaking.

(*c*) The amount of stock capital.

(*d*) The date on which the Articles of Association have been signed.

(*e*) The names of the managers.

In the event of the Articles of Association containing special regulations, must further be registered:—

(*a*) The duration of the Company which has been formed for a certain period.

(*b*) The authority of the managers or the liquidators to represent the company (in case the Articles of Association contain prescriptions which deviate from the usual legal conditions).

B. Registration of power of representation.

Handlungsbevollmächtigte (commercial agents) are *not* registered, all the same whether these representatives are those of a single merchant or of a company.

Section 54 Commercial Code. *Handlungsbevollmächtigter* (commercial agent) is a person who, without being appointed *procurist* (confidential agent), is authorized to carry on a trade, or to do a certain kind of business connected therewith. On the other hand, the *procura*, that is the empowering to transact business of all kinds (whether judicial or extra-judicial) incident to the prosecution of a trade, must be registered in the trade register, whether it refers to a single *procura* or a joint *procura* (the right of several persons to sign jointly).

Section 53 Commercial Code.

Section 49 Commercial Code.

These prescriptions generally prevail for all kinds of commercial businesses, not only for those of single merchants, but also for those of companies. Only the appointment of procurists differs in kind according to the nature of the business. This question is, however, here not to be entered into.

In no other case the appointment of an authorized agent whether of a single merchant or of a commercial company, can be registered.

[NOTE.—*His Majesty's Representatives at Munich, Darmstadt and Dresden report that the registration of commercial firms in* BAVARIA *and* WURTEMBERG, *in* HESSE-DARMSTADT, *and in* SAXONY *is governed by Imperial Legislation.*]

No. 41. GREECE.

Memorandum by Mr. Young, dated August 12, 1906.

THE Greek Commercial law recognizes three kinds of commercial companies.

Sociétés en nom collectif.—With regard to these companies a Notarial Act or an Act under private signature is drawn up containing the statutes of the company; in it are comprised the names of all the partners; these are held responsible as a body for all acts of any one of their number; a copy of the act is registered at the Registrar's Office of the Court of First Instance.

Sociétés en commandite.—With regard to them an Act as above described is drawn up containing the statutes, in which the names of the partners are mentioned, who will be responsible in the same way as those in the *Société en nom collectif*, while the others who simply invest capital are not mentioned, as these latter are not responsible beyond the extent of the sum invested.

Both the above-mentioned classes of companies are bound within 15 days from the date of the signature of the statutes to cause an abstract to be made of them containing among other things the names of all the partners who are responsible as well as the names of those who are appointed managers of the company. The abstract in question shall be registered in a special book kept at the local Court of First Instance and posted in it for three months.

Société anonyme.—With regard to this class a Notarial Act is drawn up containing the statutes, in which are included the names of the founders as well as of the managers of the company. The statutes are ratified by Royal decree which is published with the statutes in the Gazette, after which it is posted at the Court of First Instance for three months. A special publication containing the official text of the above does not unfortunately exist. The provisions of the law on the subject are to be found, however, in Articles 19 to 46 of the Commercial Law of 19th April, 1835, which is in reality merely a translation of the French Commercial Law in force at that time.

No. 42. GUATEMALA.

Report by Acting Commercial Agent, dated August 27, 1906.

THE name of a firm comprises the names of all the partners or any or one of them, with the addition of the words "and Company." Only the names of actual partners may figure in the name of the firm, and the name of a deceased partner must be eliminated.

All legally competent persons are entitled to enter into partnership with one another. Minors and married women (whether divorced or legally separated), must obtain authorization before entering into partnership. In the case of minors this authorization is given by a Judge and in the case of married women it is given by the husband, or in default by a Judge also.

A partnership is entered into by deed, and this deed within eight days of its approval must be submitted to the Judge of Commerce of the Department in which the business is to be conducted, and an extract of this deed must be made public by circular.

The dissolution of partnership before the stipulated time, the prolongation thereof, a change of partners, either on account of death or retirement, alterations in the name of the firm, and, in fact, any changes whatever in the deed, are to be accompanied by the formalities above described.

A deed of partnership must contain the following particulars: the names and residences of the partners; the name of the firm; the names of the partners taking an active part in the conduct of the business and signing on the firm's behalf; the capital each partner brings into the firm, whether it be money, credit, or any other asset; the estimated value of the stock and the premises, or in cases where a valuation has not been made, the form in which such valuation, when occasion arises, is to be made. The class of business in which the firm is to engage; the proportion of the profits and losses assigned to each partner, whether active or sleeping, must also be given, as likewise the period during which the partnership is to continue, the amount of money each partner is to be allowed to draw from the firm annually for his private use, and the form in which the liquidation and the division of the assets is to be made.

Mention is to be made as to whether any differences which may arise between the partners are to be submitted to arbitration or not, and, in the case of arbitration being provided for, the manner in which the arbitrator is to be appointed. The address of the firm is to be stated, and any other agreement into which the partners may have entered between themselves is to be explained in the deed. No evidence as to private agreements not set forth in the deed will be admitted.

The omission to register the deed of partnership or the non-compliance with any of the formalities above enumerated, renders the partnership, as far as the partners themselves are concerned, null and void, but they will be collectively held responsible for any agreement which the firm may have entered into with outside parties.

Should the nullification of the partnership be declared before the firm is actually established in accordance with the law, the partners will complete all transactions previously entered into on the bases which would otherwise have formed the articles of their partnership.

Parties may not allege that a partnership was void either by omission or commission, when once such partnership has been dissolved; nor can they adduce the omission of any of the above formalities as against a third party, nor produce as evidence the fact that third parties may have had private knowledge of the conditions under which a partnership was entered into.

Persons entering into agreements with a firm that has not been established in accordance with the law, are not on that account entitled to withdraw from any arrangements they may have entered into.

There are no special regulations in regard to persons empowered to sign on behalf of a firm, but they must hold a power of attorney to do so, and it is customary to publish the fact by means of circular or advertisement. Persons holding such a power should be careful to add the words "*per pro*" (abbreviated) to the signature to avoid being made personally responsible for any transaction they may have entered into on behalf of the firm.

No. 43. HUNGARY.

Report by Dr. Brüll, dated June 25, 1906.

THERE is a general obligation in force for the registration of commercial firms in Hungary.

The provisions regulating the registration of commercial firms are laid down in Sections 7-24 of the Commercial Code.*

Everybody carrying on trade, except those mentioned in Section 5 of the Commercial Code, must have the firm registered at the Commercial Tribunal of the place, where the commercial establishment exists. (Section 16 Commercial Code.)

Notice must similarly be given of any change in the firm or of the cessation of business. (Section 19 Commercial Code.)

These obligations are to be enforced by the Commercial Tribunals by means of the infliction of a fine not exceeding 500 florins (1,000 crowns). (Section 21 Commercial Code.)

In the case of the formation of partnerships the notice must also contain, for the purpose of registration, the names, occupation and residence of *all* the partners. If there be any special understanding between the partners in regard to the representation of the partnership (that is to say as to the right of one or more special members to sign for the firm) it must be stated, in the declaration drawn up for registration, who is or who are such partners. and if, there be several members authorized to sign, whether this right may be exercised by them individually or only collectively. (Section 65 Commercial Code.)

In the case of the responsibility of one or more of the partners being limited to their shares in the partnership, the declaration must state, for the purpose of registration, the amount representing their share. (Section 126 Commercial Code.)

The declaration to be given by co-operative associations and joint stock companies limited by shares, must also contain, for the purpose of registration, their "Memoranda of Association" (statutes), the names, occupation and residence of the directors and of the members of the Superintending Committee (Auditors).

Special provisions regulating the registration of co-operative associations and of joint stock companies are laid down in Sections 147-257 of the Commercial Code.

In the case of the appointment by commercial firms of one or more persons authorized to sign and act on their behalf (Procurist), notice of such authorization must be given, for the purpose of registration, to the Commercial Tribunal. (Sections 37-42 Commercial Code.)

No. 44. ITALY.

Report by Sir E. Egerton, dated July 8, 1906.

IF by the word "Firm" is meant the name under which an individual trader carries on business, no registration or any other act is compulsory in order to substantiate the lawful existence of such firm. The only restrictive provision regarding this class of commercial undertakings relates to minors and married women, both of whom must have the necessary qualifications specified in Sections 9 to 20 of the Italian Code of Commerce.†

---

* For a translation of the Articles of the Hungarian Commercial Code specially referred to in Dr. Brüll's Report (except those relating to joint stock companies and co-operative associations), *see* Appendix.

† The sections referred to provide that a minor, in order to carry on valid business transactions in the same way as a person of full age, must be authorized by his father by means of proceedings before the Pretor or by the family council or his guardian by means of proceedings before the Civil Court. The acts of authorization must be laid before the Communal Tribunal in whose district the minor proposes to fix his residence, and must be publicly notified. The authorization may be revoked by means of certain legal forms.

A married woman may not carry on business without the express or implied consent of her husband. Consent is presumed when the business undertaking is public or well known, unless the husband has expressly prohibited it in legal form.

If by "Firm" is meant a commercial association, the formalities vary with the special character of each association, of which four are recorded :—

1. *Trading partnerships:* when all the members are responsible without limitation (*in nome collettivo*).
2. *Simple Joint Stock Companies:* when the managing member is responsible without limitation; but the other members have their responsibility limited to their individual quota (*in accomandita semplice*).
3. *Joint Stock Companies limited by shares:* a concern similar to the preceding one, with the difference that the capital is represented by shares (*in accomandita per azioni*).
4. *Anonymes:* a concern managed by a Board of Directors whose responsibility is limited to the value of their individual shares. The Board is answerable for the effects arising out of its management, but not for the obligations of the concern administered by it *(Anonime).*

With regard to trading partnerships and simple joint stock companies, both are required to constitute themselves by a private deed of partnership. Joint stock companies limited by shares, and the "anonymes" instead of the private deed of partnership mentioned above must execute a proper notarial act of constitution pursuant to Section 87 of the Italian Code of Commerce.

The deed of partnership and the memorandum of association of the joint stock companies limited by shares and "anonymes" have to be deposited at the Chancery of the local Tribunal within 15 days of their adoption in order that they may be registered, posted up in the Chancery and published in the official Bulletin of Companies, pursuant to Sections 91 to 95 of the Italian Code of Commerce.

With regard to trading partnerships and simple joint stock concerns, it is sufficient if they deposit at the above-mentioned Chancery within the period already specified an ordinary summary of their deed of constitution, the publication in the official Bulletin not being required; but it is compulsory for them to register themselves in the Companies' Register and to post up the said summary in the Tribunal in accordance with the provisions of Article 90* of the Code of Commerce, and to insert a notice in the official Gazette.

The Registry of Companies existing in the Chancery of the Tribunal where the concern has its head office must show :—

1. The style and object of the Company.
2. The name, surname and residence of the member whose responsibility is illimited, as well as the names of those among its members who are authorized to sign for the company.
3. The name, surname and residence of the directors and of the manager.
4. The object of the firm as well as its subscribed capital, and the portion of paid-up capital.
5. The period of time for which the company was established (date of constitution and date of termination).
6. The date of the deed of partnership, and of any subsequent alterations, in accordance with Clause 8 of the Regulations annexed to the Code of Commerce.

Foreign firms who intend to open a branch in Italy must not only comply with

---

* Article 90.—An extract from the articles of agreement of commercial partnership firms and ordinary commandite firms containing all the particulars required by Article 88, and signed in original by the contracting parties, or by a notary if the agreement was made by public deed, must be deposited within 15 days from the date of the articles of agreement in the office of the Commercial Court, within whose jurisdiction the principal office of the company is established, in order that they may be inscribed in the register of firms and exhibited in the Public Hall of the Court, in the Public Office of the Commune, and in the rooms of the nearest Public Exchange.

[N.B.—Article 88 requires the following particulars to be stated in the articles of agreement, viz. :—Names and addresses of partners : style and address of firm : names of partners having the right to sign for the firm : object of the firm and amount of capital put in by each partner (if the capital is not in cash, the method of valuation must be shown) : share of each partner in profits and losses : date of constitution and termination.]

the formalities specified above (Sections 230 to 232 of the Code of Commerce*), but are bound to deposit besides the said extract the whole of the memorandum of association, even when formed in trading partnerships or simply in joint stock companies. Neglect in complying with the provisions of the law will expose the members to personal and joint responsibility for all the company's obligations, as well as to fines.

No. 45. JAPAN.

Report by Acting Commercial Attaché, dated September 4, 1906.

I enclose herewith a memorandum on the procedure governing the registration of foreign firms in Japan, showing in particular the information which may have to be given; (where the text of the Commercial Code is given, the translation used is that by Dr. Lönholm).

No regulations have been quoted beyond those necessary to indicate the information required for registration; the reason is that the Japanese Commercial Law is one of considerable detail, and a company establishing a branch in Japan would be ill-advised to do so without the advice of a lawyer. Those who desire to investigate the law in detail may do so in Dr. Lönholm's translation of the Commercial Code (London: Messrs. P. S. King and Son, 9, Bridge Street, Westminster), and Mr. de Becker's "Japanese Law of Trading Partnerships and Companies" (not yet obtainable in London).

On one point it may be useful to make a suggestion. It will be seen by the memorandum (Section 7) that British Consular Officers may be required to perform notarial acts in certain cases; experience shows, I think, that the representatives of firms often come to Japan inadequately provided with documents, especially

* Article 230.—Companies [and partnerships] legally constituted in a foreign country who establish a branch or agency in Italy are subject to the provisions of the present Code as regards the deposit, copying, exhibition and publication of their articles of agreement and statutes and of deeds effecting alterations in either, as well as of their balance sheets; they must also publish the names of the persons directing or managing such branches, or otherwise representing the company [or partnership] in Italy.

Such persons have the same liabilities as regards third parties as those fixed for managers of Italian firms.

If the foreign companies [or partnerships] are of a different kind from those specified in Article 76, [*i.e.*, those noted under 1–4 on p. 55], they must fulfil the formalities prescribed for the deposit and publication of the articles of agreement and statutes of joint stock companies, and their managers have the same liabilities as regards third parties as those fixed for managers of joint stock companies.

Companies [and partnerships] constituted abroad which have their head office and the principal objects of their undertaking in Italy are considered as Italian companies, and are subject even as regards the form and validity of their articles of agreement, although entered into abroad, to all the provisions of the present Code.

Article 231.—Non compliance with the formalities prescribed in the preceding article has as regards the above-mentioned companies [and partnerships], the same legal effect as that fixed by law for Italian companies, and renders in all cases the managers and agents of whatever class personally and jointly responsible for all the obligations of the company, such liability being limited to acts resulting from the exercise of their duties.

Article 232.—Commercial partnership firms and *commandite* firms constituted abroad must deposit their articles of agreement in their entirety in the office of the Commercial Court within whose jurisdiction they intend to establish their principal place of business in Italy, within the periods and for the purposes indicated in Article 90.

They must conform with the provision of Article 92 as regards branch establishments or agencies which they may form in Italy.

Other kinds of companies (partnership firms) constituted abroad must conform to the provisions of Article 91 in the place where they fix their principal establishment, and to the provisions of the first paragraphs of Article 92 in regard to branch establishments and agencies.

[N.B.—Article 92 provides that the establishment of agencies must be notified to the Commercial Court within whose jurisdiction they are founded under the same conditions as those prescribed in Article 90. Joint Stock Companies must also communicate extracts from the minutes of their proceedings regarding the establishment of branches or agencies to the Commercial Courts at the place of their head office and also at the places of the new branches or agencies.

It is also provided by Article 92 that a note as to the formation of branches and agencies must be entered in the register of companies and firms.

Article 91 provides that the articles of agreement and statutes of joint stock companies (whether commandite or with limited liability) must be submitted to the Commercial Court at the place of domicile of the company. If the Court finds that the legal requirements in regard to the formation of companies has been complied with, procedure follows as in Article 90.]

those referring to personal identity. It would be useful if, *inter alia*, the representative were provided with :—

a. Certificate of identity and of status as a British subject (preferably a certificate of birth, but otherwise a Foreign Office passport or other documents).
b. A Power of Attorney indicating his position *vis-à-vis* his firm, especially his powers in the matter of representation and registration.
c. Certificates authenticating as far as possible the various particulars necessary for registration in Japan.

In the case of Sections *b* and *c*, where the documents are executed before a Notary Public in London or any town where there is a Japanese Consular Officer, it is often useful to secure the latter's authentication of the notary's signature. Apart from points specifically mentioned it may be said generally that a representative should be provided with all details likely to be useful in the case of a strict registration (especially with regard to details referring to Japan, such as the length of time business has already been carried on with this country), supported, where possible, with certificates.

Memorandum enclosed in No. 45.

1. THE points to be observed by British firms establishing themselves in Japan and registering there can be most readily understood by reference to the Regulations governing the Registration of Japanese Firms.

2. Trading partnerships or companies in Japan are divided into four classes :—

(*a*) *Gomei Kaisha* (ordinary partnership).
(*b*) *Goshi Kaisha* (limited partnership).
(*c*) *Kabushiki Kaisha* (joint stock limited company).
(*d*) *Kabushiki Goshi Kaisha* (joint stock limited partnership).

Registration of all the above is practically a necessity, as otherwise an association of persons trading is legally regarded only as a congeries of independent individuals, each separately liable, who may use a trade name but who are prohibited from styling themselves a *Kaisha* (company).

3. A "Gomei Kaisha" or *Ordinary Partnership* must be formed by a written contract, which must be signed by all the partners and must specify :—

a. The object of the partnership.
b. Its trade name.
c. The name and domicile of each partner.
d. The place of the principal and of each branch office.
e. The nature and value of the contribution of each partner, or the basis of the valuation of such contribution.

Within two weeks of the formation of the partnership registration must be effected in the district of the principal office and of each branch office, when the following information must be given :—

a. The facts mentioned under Sections *a-d* above.
b. The date of the formation of the partnership.
c. If the term of its duration or causes for its dissolution are fixed, such term or causes.
d. The nature of the contribution of each partner, and the value of any contribution whose subject is property.
e. If the representation of the partnership has been committed to one or more of the partners exclusively, the names of such partners. (*Vide* Articles 49-51 of the Commercial Code.)

4. A "Goshi Kaisha" or *Limited Partnership* consists of one or more partners with limited liability and one or more partners with unlimited liability. The partnership contract and its registration are made as in the case of a "Gomei Kaisha," with the addition to the list of particulars in each of a statement as to whether the liability of each partner is limited or unlimited. (*Vide* Articles 104-107 of the Commercial Code.)

5. A "Kabushiki Kaisha" or *Joint Stock Company* is a limited liability company whose capital is divided into shares of equal amount (the minimum of each share being Yen 50 (£5), except when the whole amount is paid up at once, when it may be Yen 20 (£2). The promoters must be seven in number at least, and must make a company contract whose particulars include:—

a. The object for which the company is formed.
b. Its trade name.
c. The total amount of its capital.
d. The amount of each share.
e. The number of shares which the directors must hold.
f. The place of the principal and each branch office.
g. The manner in which the public notifications of the company are to be made.
h. The names and domiciles of the promoters.

Items *e*, *f* and *g* may be inserted in the contract later at a general meeting.

The following items may also be inserted in the company contract and are valid only if so inserted:—

a. The time of the duration of the company or the causes for its dissolution.
b. The issue of shares above par value.
c. Any special benefits to be granted to promoters, and the names of such persons.
d. The names of those persons whose contributions consist in property other than money, the nature and value of such property and the number of shares given in exchange.
e. Any expenses of formation to be borne by the company, and the amount of any compensation to be given to the promoters.

Registration must be effected within two weeks in the district of the principal and each branch office, when the following particulars must be given:—

a. The facts mentioned under Sections *a-d*, *f* and *g* above.
b. The date of the formation of the company.
c. If the term of duration of the company or the causes for its dissolution are fixed, such terms or causes.
d. The amount paid up on each share.
e. If it has been determined that interest shall be paid before the commencement of business, the rate of interest.
f. The names and domiciles of the directors and inspectors. (*Vide* Articles 119-122, 141 and 143-145 of the Commercial Code.)

6. A "Kabushiki Goshi Kaisha" or *Joint Stock Limited Partnership* consists of partners with unlimited liability and shareholders; the partners must make the company contract, which must contain the following details:—

a. The facts given under *a*, *b*, *d*, *f* and *g* in the contract for a joint stock company (Section No. 5 above).
b. The whole amount to be paid upon the shares.
c. The name and domicile of each partner with unlimited liability.
d. The nature and value or the manner of estimation of the contributions other than payments for shares to be made by the partners with unlimited liability.

Registration must be effected in the district of the principal and each branch office within two weeks from the general meeting for organization, when the following particulars must be given:—

a. The facts given under *a*, *b*, *d*, *f* and *g* in the contract for a joint stock company, and under *b*, *c*, *d* and *e* in the registration of a joint stock company (Section No. 5 above).
b. The whole amount to be paid up on the shares.
c. The names and domiciles of the partners with unlimited liability.
d. The nature of the contributions other than payments for shares to be made by the partners with unlimited liability, and the value of their contributions in property.
e. If the right to represent the company has been committed to particular partners with unlimited liability, the names of such partners.

f. The names and domiciles of the inspectors. (*Vide* Commercial Code, Articles 235, 237 and 242.)

7. *Foreign Commercial Companies.*—It is first necessary to distinguish between companies setting up their principal office in Japan; when this is the case, even though the Company be formed abroad, it must comply with the same provisions as a company formed in Japan. The same rule applies where the principal object is to do business in Japan. The object of these provisions is to prevent undue advantage accruing to a company formed in another country solely to escape the provisions of Japanese law.

When a foreign commercial company sets up a branch office in Japan it must make the same registrations and public notifications as a commercial company of the same kind or of the kind most resembling it existing in Japan; it must also appoint a representative residing in Japan, and must register his name and domicile at the same time with the principal registration.

Where a foreign company applies for registration of a branch office in Japan it is necessary to attach to the application the following papers :—

a. A document sufficient to show the existence of a principal office.

b. A document showing the character of the representative as such.

c. The company contract or a document sufficient to show the nature of the company.

The above documents must be certified by—

a. The competent authorities of the country to which the foreign company belongs; or

b. A Consul of such country residing in Japan.

Subsequent to the original registration, a change of representatives, an increase of capital, rights of new preference shareholders and changes of registered facts generally must be registered. (*Vide* Commercial Code, Articles 255-260, and "Japanese Law of Trading Partnerships and Companies" (de Becker), pp. 127-131).

No. 46. MEXICO.

Memorandum by Mr. Tower, dated October 16, 1906.

The laws and regulations relative to the registration of commercial firms are contained in Articles 18, 19, 21, 22, 23, 24, 25, 27, and 30 of the Commercial Code (*Codigo de Comercio*), and in Articles 2, 3, 4, and 19 of the Regulations concerning the Mercantile Register (*Reglamento del Registro del Comercio*).

Copies of the above-mentioned articles are enclosed, together with a translation of the same.*

These articles, which speak for themselves, expressly lay down that all commercial firms must be registered and give full directions as to the manner of registering and the various details that have to be registered.

With regard to the special points raised as to the necessity of registering the names of all responsible partners and of persons authorized to sign and act on behalf of commercial firms, the Legal Adviser of the Mexican Ministry for Foreign Affairs writes as follows:—

> "In the five classes of commercial firms recognised by Mexican law (namely, *Colectivas, en comandita simple, en comandita por acciones, anonimas, y co-operativas*), it is customary to register, not only the names of the persons referred to, but also those of partners holding shares (sleeping partners) in partnerships (*sociedades en comandita*), and those of all shareholders who subscribed in the first instance on the formation of a limited company (*sociedad anonima*).
>
> "Further, it is necessary to register the powers conferred upon agents, that is to say, upon all superior employees entrusted with the management of any business or factory, or authorized to act or enter into contracts on behalf of such establishments or enterprises, for account of, or in the name of, the proprietors of the same."

* For translation, *see* Appendix.

No. 47. NETHERLANDS.

Report by Sir H. Howard, dated July 27, 1906.

I transmit herewith a copy of a note from Monsieur van Tets as also a copy of the Commercial Code therein enclosed, together with a translation of the portions thereof referred to by His Excellency,* from which it will be seen that this matter is regulated by Articles 14-34 of the said code, of which Articles 22-31 refer especially to registration and publication, and that as regards the particular question "whether commercial firms are required to register the names of all responsible partners and of persons who are authorized to sign and act on their behalf," attention is drawn to the provisions of Articles 17, 26, and 29.

Enclosure in No. 47.

Translation of a Note by M. van Tets, dated July 18.

I have to acquaint you that this matter is governed by Articles 14 to 35 of the Commercial Code, of which Articles 22 to 31 have special reference to inscription and publication.

As to Your Excellency's special inquiry, "whether such firms are required to register the names of all responsible partners and persons who are authorized to sign and act on their behalf," I may direct your attention to the first paragraph of Article 17, as well as to Articles 26 (1), (2), and (5), and 29 of the Commercial Code.†

[The articles referred to require partnerships other than anonymous partnerships or joint stock companies to register their deeds of partnership or extracts therefrom setting forth the full names, professions, and domiciles of the partners; the firm-name; the scope of the business contemplated; a designation of the partners precluded from signing for the firm; the times of commencement and termination of the partnership; and also, in general, such parts of the agreement as tend to determine the rights of third parties. Publication in the "Official Gazette" and in one other newspaper is also necessary. Dissolution before the time specified, prolongation beyond that time, and any modifications in the original agreement which could affect third parties must be registered and published in like manner.]

No. 48. NORWAY.

Memorandum by Mr. Leech, dated July 26, 1906.

The question is dealt with by the law of 17th May, 1890, and the circular of 23rd November, 1892.

In regard to the duty of registration of commercial companies, the Act distinguishes between unlimited companies, partly limited liability companies (*Kommanditselskaber*), *vide* Section 33 of the law,‡ among which partly limited liability joint

---

* For translation, *see* Appendix.

† Not printed.

‡ Section 33.—*a.* By *kommanditselskab* (partly limited liability company) is meant a company consisting of one or more members who, with the whole of their fortune, one for all and all for one are responsible for the liabilities of the company (fully responsible members), and of one or more members who are liable only to the extent of the capital invested, or of the share capital with which they have been notified to the Commercial Register as participating in the business (*Kommanditister*, *i.e.*, partly responsible members). If in such a company there are several fully responsible members, it is also an (liable) unlimited company.

stock companies (*Kommanditaktieselskaber*) are included, Section 18 of the law,* and joint stock companies and other companies with limited liability, Sections 19 and 20 of the law.†

When notice is given for the registration of unlimited companies, the names of all the liable members are to be stated, and in the case of partly limited liability companies (*Kommanditselskaber*) also the names of the partly limited members (*Kommanditister*) and their investments; but in the case of partly limited joint stock companies only the amount of the invested capital and the division of it into shares. The names of the partly limited liability members (*Kommanditister*) and their investments are not, however, to be published.

In the case of joint stock companies and other companies with limited liability, only the names of the directors and the amount of the capital are to be stated.

As to the right of signing for the firm, in the notice of an unlimited company it shall be stated to whom this right belongs, unless each and all of the members separately has this right, and whether this right may be exercised only by several members conjointly.

When notices are given for the registration of joint stock companies and other companies with limited liability, the names of all the directors are to be stated, and also which of them has the right of signing for the firm. The authority to sign the name of a firm cannot be registered, if such authority has been given to a person outside the responsible members of a company, or outside the directors of a joint stock company, except when such authority be given in the form of procuration, the scope and limit of which is stated in Section 25 of the law.‡

---

* Section 18.—The notice for registration of an unlimited company shall state, besides the firm or tyle—

(1.) The names and residences of each and all of the members.
(2.) The general nature of the enterprise.
(3.) The municipality in which the business office (the branch) is situate, and how far each member has or has not the right of signing for the firm.
(4.) To whom such right belongs, and if that right may be exercised only by several persons conjointly.

The same thing applies to notices for registration made by partly limited companies (*kommanditselskaber*), but this notice shall also contain an express statement of this special nature of the company and, if it be only a partly limited company (*kommanditselskab*) the notice shall contain a statement of the name and capital quota of each partner (*kommanditist*) with limited liability, or, if it be a limited liability joint stock company (*kommanditaktieselskab*), a statement, accompanied by the bye-laws of the company, regarding the points mentioned in Section 19, sub 1, and 4 to 7. Besides, is to be annexed as an Enclosure a declaration by the partners with limited liability (*kommanditister*), or by their board of supervisors if such be legally established, that the notice for registration is given with their consent. The names and the capital quotas of the partners with limited liability (*kommanditisterne*) are not to be published.

† Section 19.—The notice for registration of a joint stock company shall state, besides the firm—

1. The date of the bye-laws.
2. The nature of the enterprise.
3. The municipality in which the business office (the branch) is situate.
4. The amount and division into shares of the share capital subscribed.
5. Whether the share certificates are made out to a certain name, or to the (bearer) holder.
6. Whether the shares are fully paid, and if not, when payment may be demanded.
7. Whether notices to the members are to be given through the public newspapers, and if so, in which papers.
8. The full names and residences of the directors.
9. Which of these who is entitled to sign for the firm of the company.

With the notice shall be enclosed the bye-laws of the company, and due authority of the directors.

Section 20.—What is stipulated in Section 19 concerning the notice for registration of the firm of a joint stock company has a corresponding application to other companies with limited liability, so that in the notice information is to be given as to the stipulations that may have been adopted touching the liability of the members towards third persons.

‡ Section 25.—If the proprietor of a firm that is entered in the Commercial Register has given to any person a power of attorney which expressly designates itself as a procuration, or if he has in any other way designated any person as being authorized to sign for him per procuration, the said person is empowered, in everything that concerns the carrying on of the business of the party who gave him the procuration, to act on his behalf and to sign the name of the firm. The person who got the procuration may not, however, without an express authorization, sell or encumber the real property of the party who gave him the procuration.

The fact that a procuration exists need not be registered (Section 31 of the law.)*

Further legislation in regard to the keeping of commercial registers is contained in the circular from the Home Department, dated 11th November, 1890, of which a translation is enclosed.†

[Section 8 of the Norwegian law of May 17, 1890, requires every person carrying on any trade or business, as defined by Section 35, to notify for registry the style under which the business is carried on. In the case of joint stock companies and other limited liability companies this duty is imposed on the board of directors, whilst as regards other companies and firms, all members with full liability are responsible to have the company, &c., registered. Section 35 shows that besides ordinary traders, publishing concerns, banking and insurance business, manufacturers, mine owners, &c., are included in the scope of the law. Traders, artisans, &c., who are not bound to register are permitted to do so, if they wish.]

No. 49. PERU.

Report by Mr. W. Beauclerk, dated August 28, 1906.

I enclose herewith a copy and translation of the Peruvian Regulations respecting the registration of commercial firms.†

[The regulations referred to provide for the registration of merchants and of mercantile societies. The particulars given in the case of a merchant are his name, age, condition; nature of the business; name of the establishment; date of commencing operations; capital; residence, as well as branch establishments; and "any other circumstances which the Registrar judges useful to inscribe."

Foreign companies desiring to be registered or established in Peru, or to register their branches, must present, besides the deed of partnership and other documents necessary, a certificate issued by the Consul of Peru where they are established, certifying that they are lawfully constituted.

Among other items required to be inscribed in the Mercantile Register are general powers of attorney and their cancellation.]

No. 50. PORTUGAL.

Report by Legal Adviser, dated September 16, 1906.

COMMERCIAL matters in Portugal are subject to special legislative measures, and all questions arising therefrom are decided by special Courts, which, as regards the two chief cities of the Kingdom, are absolutely distinct tribunals, with a separate staff to each, whereas, in the rural districts, they are presided over by the Judge who sits in the Civil and Criminal Courts, and they are served by the Civil Registrars and other officers. To each Commercial Court a secretary is appointed, who represents the interests of the State and is, with the exception of the Lisbon and Oporto Commercial Courts, *ex officio* the Law Officer of the State or delegate of the Public Prosecutor in the respective locality.

---

* Section 31.—The procuration may, by the party who issued it, be notified to the Commercial Register in which the firm is entered, but in that case it must not contain any restriction or any reservation which is not warranted through Sections 25 and 26.

Simultaneously with the notice of the procuration, the person holding it shall sign the firm and his signature in the Commercial Register or in a special (Register) appendix to same, if that has not been done in the form of notice.

(Section 26 provides that "the procuration may be given to several persons, in such a manner that it may only be exercised by them conjointly. (Collective procuration).")

† *See* Appendix.

These secretaries are the Commercial Registrars.

Before dealing with the registration of firms, it is necessary to explain the position of a commercial firm in Portugal; how it is formed; and to what rules its existence is subject; in order to show the various occasions on which, unless registered, the legality of its existence may be effected, and special responsibility be imposed upon its partners.

The law by which commercial firms are regulated in Portugal is the Commercial Code of June 28th, 1888, which came into force on the 1st January, 1889, and the *Codigo de Fallencias* or Code of Bankruptcy Procedure. The chief provisions of the former, with regard to commercial firms, are as follows :—

Individual traders, having no partner, are only allowed to trade under their own name, abbreviated or in full, as may be necessary to establish their identity, and may not add to it the words " & Company " or any equivalent thereof. (*Portuguese Commercial Code.* Article 20.)

Under Article 105 of that Code, two species of partnership, partaking of the nature of English commercial firms, are recognised :—

1. Partnerships in which the liability of all the partners is unlimited; and
2. Partnerships in which there are one or more partners whose liability is unlimited, and one or more partners whose liability is limited to a fixed sum.

There is also another kind of partnership, *Sociedades por Quotas, de responsabilidade limitada*,* established by a law dated 11th April, 1901, in which the responsibility of all the partners is limited to the amount of their capital; but this form approximates so nearly to the nature of joint stock companies, that such associations can scarcely be reckoned as firms. In any case, as regards commercial registration, they are subject to all the rules applying to firms.

When the liability of all the partners is unlimited, the name of one, at least, of them must figure in the name of the firm, with the addition of " & Company," in full, or abbreviated, to cover the other partners not specifically named. (*Code.* Article 21.)

When there are one or more partners whose liability is unlimited, and one or more partners whose liability is limited, the name of one, at least, of the partners whose liability is unlimited must figure in the name of the firm, with an addition thereto, showing that there are one or more partners whose liability is limited; but no name of a partner whose liability is limited may figure in the name of the firm. (*Code.* Article 22.)

Those who take over a house of business, may continue to carry it on under the same name or title as their predecessors, if all the interested parties consent thereto; but they must add to the said name or title their own name and words showing that they are " Successors."

The right to make use of a certain designation may not be conveyed without the place of business being conveyed also. (*Code.* Article 24.)

When the partnership is modified by the entrance, retirement or death of a partner, the survivors may continue to use the same designation; but if the retiring or deceased partner's name figures in it, his consent, in the former case, and the consent of his heirs, in the latter case, must be obtained in writing, and the agreement must be published. (*Code.* Article 25.)

Partnerships formed for commercial purposes, and which are not constituted and registered in accordance with the Commercial Code, are considered to be non-existent, and all who have contracted in the name of such partnerships are liable, personally, unlimitedly and jointly, for everything which is done. (*Code.* Article 107.)

Firms constituted in another country, but whose chief office and principal trade is in Portugal, are considered to be Portuguese, to all intents and purposes, and are subject to the provisions of the Portuguese Commercial Code. (*Code.* Article 110.)

Firms legally constituted in another country, but which establish, in Portugal, a branch house or any other kind of representation, are subject to the Portuguese Commercial Code, as regards the registration and publication of their acts of

* Literally " Partnership by Portions," because the amount of capital supplied by each partner is an entire sum, not divided into shares of a certain nominal value.

partnership, and the powers of attorney of their representatives, precisely as are Portuguese firms of a similar nature. (*Code.* Article 111.)

When such firms have to apply for registration in Portugal, they must, in addition to the documents required to be produced by Portuguese firms, file a certificate passed by the local Portuguese Consular Officer in their own country, proving that they are constituted and trading in accordance with the laws of that country. (*Code.* Article 54.)

The bankruptcy of such branch houses or other form of representation, with regard to acts performed or contracts made in Portugal, can be declared by the Commercial Court of the locality in which they are established. (*Code.* Article 745. Sole section.)

Firms constituted abroad, which do not register and publish, in the way prescribed in the Commercial Code, their acts of partnership and the powers of attorney of their representatives, are subject to the pains and penalties of the law, and their representatives, of every kind, are personally and jointly responsible for all the firm's liabilities contracted while they are in charge. (*Code.* Article 112.)

The agreement of partnership must be a written document, but (contrary to the general rule in Portugal) it is not absolutely necessary that it should be drawn up by a notary. (*Code.* Article 113.)

It must contain the names or firms and the domiciles of all of the partners, whether their liability be limited or unlimited; the localities of its domicile, of its place of business, and of any branch houses; the purposes for which the partnership is formed; the period for which it is formed; the form of management; the name of the partner or partners authorized to use the firm's signature—silence upon this point implying that all enjoy the power to do so; what special advantages (if any) are granted to any partner in particular; the way in which the partners are to vote; the way in which they can be represented if not personally present; the amount of capital to be contributed by each partner, either in cash, claims or other assets, the value attributed thereto, the mode of valuing same, and the period for delivery thereof; the proportions in which the profits or losses are to be divided; and the way in which the firm is to be wound up and the assets divided, should the partnership be dissolved. (*Code.* Article 114. Nos. 1, 2, 3, 4, 5, 6 and 8, Section 1, Nos. 1 and 2.)

If the partnership is formed by a deed not drawn up by a notary, as many copies of it must be prepared as there are partners, and an extra copy for registration purposes, and each copy must be signed by all of them, the signatures being attested by a notary. (*Code.* Article 115.)

Every extension of the period for which the firm was formed; every change of its name, purposes, residence, domicile or management; every modification of the terms of the partnership; every increase, reduction or replacement of its capital; every dissolution of partnership or fusion of firms; and, in general terms, any and every alteration of the agreement of partnership, must be made by a document of the same species as the original agreement of partnership; but no document by which a fusion of firms, an extension of the life of a partnership, or a reduction of capital is made, may be executed until after the resolution to do so has been published, and provisionally registered, without opposition having been filed or, if filed, having been rejected. (*Code.* Article 116.)

Most of the acts of partnership which, under the Commercial Code, require to be registered, have to be made public, by being published in the Official Gazette, and in one local newspaper of large circulation. (*Code.* Article 145.)

The foregoing explanations are required before coming to the question of the manner in which commercial firms are registered.

Under the first Portuguese Commercial Code of 1833, the registration of commercial documents was effected by a simple transcription of the contents of such as were presented for the purpose. There was no real system of registration, or methodical organization of the registers; consequently it was difficult to find any document copied in them; and many matters, the registration of which is now recognized to be a necessity, were exempted therefrom. The Commercial Code of 1888 placed this upon a more perfect footing, by instituting a system of registration based upon that which had been adopted for the registration of real estate, by the Civil Code of 1867. A code of rules for procedure, approved by a Decree dated 15th November, 1888, gave effect to the principles embodied in the first-mentioned code, and is still in force.

The books which compose the Commercial Registers are four : (1) The Journal, Book " A "; (2) The Register of persons trading in their own name only, Book " B "; (3) The Register of Firms and Joint Stock Associations, Book " C "; (4) the Register of Summaries of all documents which require to be registered, Book " D." (*Rules.* Article 11.)

When a seaport falls within the jurisdiction of a Commercial Court there is : (5) The Register of Merchant Vessels, Book " E."

For the present purpose it is only necessary to treat of books A, C and D.

In the Journal, note is taken, day by day, and in the order in which they are presented, of all documents filed for registration, petitions for certified copies or extracts, and such like; and notes are made of the results thereof. Each pair of opposite pages in the open book are ruled with head-lines, and divided, vertically, the left page into six columns and the right page into four, all of various widths. At the top right-hand corner of the second page is inscribed the year. In the first column is written the number of the entry; in the second the month; in the third the day; in the fourth the full name of the person who presented the document; in the fifth the short-title of the document filed; in the sixth a note of the nature of the application; in the seventh the name of the persons or vessel which the matter affects; in the eighth the names of the owners of the vessel; the ninth is for the person filing the document to initial the entry; and in the tenth is inscribed a note showing the result of the application. (*Rules.* Article 12.)

The other books have head-lines, in which the dates are entered, and each page is divided into two columns, the one to the left being for original entries, and that to the right for subsequent notes, numbers of reference to other books, &c. (*Rules.* Article 13.)

Indexes are kept to books B, C and D.

In principle, no entry may be made upon the registers without the application for it having been fully entered in the Journal (*Rules.* Article 44); but the Secretary is personally authorized to register, independent of any application, provisional declarations of bankruptcy, and to make them definitive at the proper time (*Rules.* Article 58), and also to register documents received from Consular Agents for that purpose.

All matters subject to registration only take effect, against third parties, from the date of filing them for registration, and according to their priority upon that date. (*Code.* Article 57.)

Registration is of two kinds; provisional and definitive; both being made in the same books, according to the priority of filing.

Provisional registrations lapse, if not made definitive within a period of six months; but there are two exceptions to this rule, which are, in the case of claims in litigation, the provisional registrations of which remain in force until the respective lawsuits are decided; and in the case of appeals against the Registrar's decision to register provisionally only, in which case the said registration remains in force until the final decision of the appeal, provided always that, within thirty days from the date of such registration, a marginal note has been made, based upon a certificate showing that the appeal has been lodged. (*Code.* Article 56.)

Provisional registrations are made with the same formalities as the definitive ones, their nature being specified at the conclusion of the entry. They are made definitive by means of a marginal note to that effect. When the document filed to make a provisional registration definitive, restricts, in any way, the first registration, mention of such restriction is made in the marginal note; if the provisional registration is amplified, a separate original entry of the amplification is made. (*Rules.* Articles 42 and 43.)

Registrations and the notes subsequently added to them may be based upon the documents required by law for the validity of the respective matters, or upon written declarations filed by the interested parties, when the said documents are not essential. (*Rules.* Article 39.)

Entries in book D of the registers, are made under the form of summaries of the documents filed, and must contain references to the numbers of the files upon which those documents are kept. (*Rules.* Article 56.)

The effects derived from definitive registration subsist until it is cancelled. (*Rules.* Article 38.)

Firms must be registered at the Secretary's Office of the Commercial Court of the locality in which they have their chief office, and also at the Secretary's Office

of every locality in which they have a house of business, or representation of any kind. (*Rules.* Article 49.)

Any person registering a firm, or any of its acts of partnership, without the firm or the acts having legal existence, is responsible for any damage caused thereby, and, if he does so maliciously, is subject to the Penal Law. (*Rules.* Article 35.)

To each firm a separate page in book C of the registers must be devoted. (*Rules.* Article 45.)

The entry in book C must contain the name of the firm, the nature of its business, the date upon which it commenced or proposes to commence operations, and its place of domicile, together with a list of its branch houses (if any) notwithstanding the registration of the latter in the respective localities. (*Code.* Article 51.)

The documents which are dependent upon registration for their effect and validity to be complete, are, as regards firms:—

1. The necessary authorization from her husband, when a married woman becomes a partner whose liability is unlimited;
2. The ante-nuptial settlements of traders (post-nuptial settlements are not allowed by Portuguese Law);
3. The suits for judicial separation or for the appointing of a guardian or committee which affect traders (divorce is not obtainable in Portugal);
4. Powers of attorney, granted in writing, for commercial purposes, and all modifications, resignations and revocations thereof. (Under Article 249 of the Commercial Code, the power of attorney granted to a manager is presumed, as regards third parties, and until it is registered, to be general and embracing every act appertaining to and necessary for carrying on the grantor's business; and the latter cannot, in the absence of registration, allege any restriction of its powers, unless he can prove that such third parties were cognisant of the terms of the power at the time of the transaction);
5. The instruments by which partnerships are formed or their duration is extended; all changes in their names, purposes, chief office, or domicile; every alteration, decrease or replacement of their capital; all dissolutions and fusions; all assignments of partner's shares in the business; and, in general terms, any and every alteration of the terms of the agreement of partnership;
6. Compositions made with creditors. (*Bankruptcy Code.* Article 123);
7. Rescissions and cancellations of such compositions;
8. Declarations of bankruptcy, as has been already remarked, and also compositions with creditors, are registered provisionally by the Secretary, when first issued, and definitively when they have become absolute. (*Bankruptcy Code.* Article 12);
9. All bonds or similar documents binding the firm in a general way. (*Code.* Article 49.)

The persons legally entitled to apply for the registration of acts subject thereto are:—

1. The managing partners of firms, with regard to matters relating to their firms;
2. Women, married or contracted to marry, and also any of their next of kin, or legal representatives, with regard to the registration of their ante-nuptial settlements. (*Code.* Article 58.)

As regards the points upon which information is particularly asked for, the articles quoted show that, in Portugal, commercial firms, not registered, have no legal existence. When they are registered it is in book C, and it is done by a simple entry of the name of the firm, the nature of its business, the date upon which its operations commenced, its place of domicile and what its branch houses (if any); but those data have to be proved by filing, at the time that the registration of the firm is applied for, the agreement of partnership, in which it is obligatory to mention the names, descriptions, liabilities and other details of every one of the

partners. The agreement is then registered in an abbreviated form, in book D, and kept for future reference. This latter process is repeated every time that a partner enters or retires. Consequently it may be, with safety, asserted that, in Portugal, commercial firms are required to register, not only the names of all responsible partners, but also the names of those partners whose liability having been limited to their share of the capital, and having fully paid up that capital, have no further responsibility.

The agreement of partnership must also contain the names of the partner or partners who are authorized to sign and act on behalf of the firm; and its silence upon that point is, by law, a recognition that all of the partners are so authorized. Consequently the filing and registration of the agreement implies the registration of the names of the persons authorized to sign and act on behalf of the firm.

When the authorization is derived from a power of attorney, the registration of the latter is not obligatory; but failure to do so implies, as already shown, serious risk to both grantor and grantee. For the power of attorney to be admitted to registration in book D, the firm granting it, whether Portuguese or foreign, must first be registered in book C, which implies the filing of all the information as to the constitution of the firm.

No. 51. ROUMANIA.

Report by Mr. Crackanthorpe, dated July 6, 1906.

I transmit copy of the law in force in Roumania respecting the registration of commercial firms.*

From this it is evident that such firms are required to register the names of all responsible partners, and of persons who are authorized to sign and act on their behalf.

Article 10 of this law provides that all commercial firms are obliged to request the registration of their firm at the register office of the district where they have their residence.

If the firms have branch offices in different districts, the registration of these respective branch offices shall also be effected at the register offices of the districts where they are established.

The request for registration shall indicate: the names and places of residence of all the partners; the title of the firm; the place where the firm is domiciled, and where its branch offices are established, and the date at which they have commenced or intend to commence working; the request shall, moreover, set forth whether one or all the partners represent the firm, and are authorized to sign on its behalf, and, in that case, the names and domicile of the partners who represent the firm and who are so authorized to sign.

Article 22 further lays down the fine and penalty for neglect on the part of a commercial firm, commencing operations, to put in a request for registration.

No. 52. RUSSIA.

Report by Sir A. Nicolson, dated July 10, 1906.

There is in Russia, up to the present, no general law governing this subject, and there is no general commercial register such as exists, *e.g.*, in Germany. Thus persons who trade not under their own names are not obliged to register their trade names.

Registration exists for various forms of business associations.

Those trading under a collective name and those having sleeping partners must present to the Municipal Council of the town where they trade (and in St. Petersburg, Moscow, and Odessa to the Committee of Merchants) an extract from their Articles of Association with the trading name of the firm and a list of the names of the partners and of such of the sleeping partners as desire it (*Commercial Code*, Articles 59 and 60.—Collection of Laws, Volume XI., Part 2).

Limited liability companies (joint stock companies) can be formed in Russia

---

* For translation, *see* Appendix.

with the authorization of the Government. The law (*Civil Code*, Article 2148.—Collection of Laws, Volume X., Part 1) obliges every company to have a special trade name. Trade names are entered in a register at the Commercial Department of the Ministry of Commerce and Industry.

Persons authorized to sign and act in the name of their firm are not obliged by Russian law to be registered.

The absence of the obligation to register is severely felt in commercial circles, and the bourse committees have petitioned for its introduction, with the result that schemes have been drawn up, no one of which has yet become law. The Russian code, however, recognises a firm as a legal person.

The following is a translation of the articles above referred to:—

Commercial.

Article 59.—Persons who wish to form a commercial firm in accordance with the rules concerning firms trading under a collective name and firms having sleeping partners must present to the Municipal Council or to the Municipal administration, which corresponds thereto, and at Moscow, St. Petersburg, and Odessa to the Committees of Merchants, an extract from their Articles of Association, and inform the traders of the town thereof.

Article 60.—In this extract must be mentioned:—(1) The description of the firm trading under a collective name or having sleeping partners. (2) The family names, first names, domiciles, and descriptions of all the partners, and of those of the sleeping partners who desire it. (3) The signatures and seals of those of the partners who are authorized to carry on the business. (4) The amount of the capital provided by the partners and of that contributed by the sleeping partners.

Civil Code.

Article 2148.—Every joint stock company must be formed under a definite title borrowed from the object or description of the enterprise.

No. 53. SERVIA.

Memorandum by the Hon. W. G. Thesiger on Registration of Commercial Firms in Servia.

According to Article 5 of the Commercial Code, every merchant engaged in business, either alone or in partnership, is bound to register the name of the firm under which he or they propose to carry on the business. This declaration must be made to the Commercial Court (in Belgrade), and in places where such a Court does not exist, to the Law Court in the place where the merchant has his domicile, or if he has business houses in several localities then the declaration must be made in the Law Court of each place.

This declaration must be inserted by the merchant in the Official Gazette or in any other paper which may be named for the purpose, and the Court will also affix a notice in the same sense on the walls of the Law Court.

Minors, who are over seventeen years of age, can only carry on a business with the authorization of their father or guardian and of the competent tribunal.

This authorization must be added to the above-mentioned declaration.

Firms are not required to register the names of all responsible partners or of the persons who are authorized to sign on their behalf, but only, as has been mentioned above, the name under which the firm intend to carry on business.

No. 54. SPAIN.

Report by Sir M. de Bunsen, dated March 6, 1907.

The registration of commercial firms in Spain is regulated by the Commercial Code of 1886.

Article 16 prescribes that every capital of a province shall keep a Mercantile Register in which shall be inscribed:—

(1) Private traders.

(2) Companies.

Registration is compulsory for companies formed in accordance with the Commercial Code, and discretional for private persons. Traders not registered cannot ask for the inscription of any document in the Mercantile Register nor take advantage of its legal effects, such as for instance those prescribed in Articles 26, 27, and 29, which are as follows:—

26.—Documents inscribed shall only have legal effect from the date of registration, and cannot be invalidated by others previous or subsequent, which have not been registered.

27.—Documents relating to dowry and to the independent property of the wife of the trader, which have not been registered, shall not have preference over other liabilities.

29.—Powers not registered shall have force as between the recipient and the giver of the powers but cannot be used to the prejudice of a third person, who shall nevertheless be able to base his case on them whenever they are in his favour.

Registration sheet shall contain (Article 21):—

Section 1.—The name or title of the company or trader.

2.—The class of business.

3.—The date of the beginning of operations.

4.—Domicile with list of branches established; these branches being also registered in their respective provinces.

5.—The deed of constitution, and those of modification, rescission or dissolution.

6.—General powers, and their revocation if any, given to the managers, clerks, and any other employees.

7.—The authority of the husband to his wife to trade, and the legal or judicial authorization to the woman to administer her property owing to the absence or incapacity of her husband.

8.—The cancellation of the authorization given to the wife to trade.

9.—Documents dealing with dowry, the marriage capitulations and the certificates which show the property of the wives of traders, apart from their portions.

10.—The issue of shares, bonds, and debentures of railways, and of all kinds of companies, whether engaged in public works, credit companies, or others, stating the series and number of the bonds of each issue, their interest, revenue, redemption, and bonus, if they have one or the other, the total amount of the issue, and the properties, works, rights, or mortgages, if there be any, which affect its payment.

In accordance with the previous paragraph, there shall also be inscribed the issues which private persons may make.

11.—The issue of bank notes, giving their date, classes, series, quantity, and the value of each issue.

12.—Certificates of industrial property, patents of invention and trade marks, in the form and manner established by the laws.

Foreign companies which wish to establish themselves or to create branches in Spain shall present and note in the register, besides their statutes and the documents exacted from Spaniards, the certificate issued by the Spanish Consul to the effect that they are constituted and authorized in accordance with the laws of their respective country.

The position of foreign companies is regulated by:—

(1) Article 2 of the Constitution of 1876, which enacts that foreigners may establish themselves freely in Spanish territory, exercise their industry in it, or devote themselves to any profession for the performance of which the laws do not demand certificates of capability issued by the Spanish authorities.

(2) Article 27 of the Civil Code, which grants to foreigners in Spain the rights conceded to Spaniards by the Civil Laws, with the exception referred to in Article 2 of the Constitution.

Article 222 of the Commercial Code prescribes that companies shall, as a general rule, be:—

(*a*) Unlimited liability companies.

(*b*) *Comanditaria* or companies in which one or many persons with limited liability subscribe a fixed amount of the capital, sharing in the results of the operations which are exclusively conducted by others with unlimited liability.

(*c*) Limited liability companies.

In the articles of (*a*) and (*b*) shall be recited, among other details, the name of the partners who are entrusted with the management of the company and the use of the company's signature; and the capital or effects which each one subscribes and the basis of their valuation.

In the articles of (*c*) must be given the Christian and surname and address of the persons signing the deed of Constitution, the designation of the person or persons who shall be administrators, and the manner of filling vacancies.

As under Article 21, Section 5, the deed of Constitution has to be registered in the Commercial Register, these names must necessarily appear there.

Another form of partnership is the Civil Society under the Civil Code, Articles 1665-1708. Such a society does not require registration, but under Article 1670 it may assume all the forms recognized by the Commercial Code. In such a case it becomes subject to all the dispositions of that code so long as they are not contrary to the Civil Code; and would, therefore, presumably have to be registered in the Mercantile Register in cases where that is necessary under the Commercial Code.

No. 55. SWEDEN.

Report by Sir R. Rodd, dated August 3, 1906.

1. *Commercial Firms* (see *Lag angående handelsregister firma och prokura den* 13 *juli* 1887).

COMMERCIAL firms, consisting of two or several partners, as also private traders, whose business is buying and selling wholesale or retail or manufacturing or preparing goods for sale are, as a rule, obliged to have the name of their firm entered in the so-called Trade Register (*handelsregister*).

The Trade Register is kept in Stockholm by "Ofverståthållareämbetet" (the Office of the Governor of Stockholm), in other towns by the magistracy, and in the country by "Konungens Befallningshavande" (the administrative authority).

As to the name of a firm, the following rules apply:—

(*a*) The name of a private trader's firm shall contain his surname with or without his Christian name, and there must not be anything in the name of the firm indicating that there are partners in the firm or that the firm is owned by an association.

(*b*) The name of a commercial firm of two or several partners shall, when it does not contain the names of all the partners, contain at least the name of one of them, together with an addition indicating that partners exist.

(*c*) If any one of the partners is not personally liable for the debts of the firm, the name of the firm shall contain the words "limited liability Company," otherwise nothing in the name of a firm shall indicate a limitation of the liability of the incumbent or partners.

(*d*) The name of a firm shall neither contain any indication but the names of the partners or of their real property, nor indicate any enterprise which is not connected with the business carried on by the partners.

(*e*) The name of a firm must be distinctly different from that of other firms previously registered and still existing in the same town or parish.

On the transfer of a firm the name need not, as a rule, be kept unchanged. But a new owner may, with the consent of the previous incumbent, use the name with an addition showing that a transfer has taken place.

The name of a firm shall be entered in the Trade Register of the town or of the Government district where the business is carried on. Should the business be carried on in different places, the entry shall be made in the register of the town or district where the head office is situated.

The entry of the name of a *private firm* shall, besides the name, contain:—

(*a*) The full name and domicile of the owner;

(*b*) The general character of the business carried on;

(*c*) The parish or address where the head office or, when entry is made of a branch office, where the latter is situated.

The registration of a *commercial company* shall, besides the name of the firm, contain:—

(*a*) The full names and domiciles of all the partners;

(*b*) As in the case of private traders;

(*c*) do. do.

(*d*) If all the partners are not entitled to sign for the firm, which of them has such right, and whether the right can only be exercised by two or several of them together.

The registration of a *limited liability company* shall contain a statement as to which of the partners are not personally liable for the debts of the company, and the amount of the respective contributions of such partners.

Power of Attorney.—If the holder of a duly registered firm has given any one a power to sign, which is expressly declared to be a power of attorney, or has otherwise designated a person as his representative, this person shall be authorized to act for and sign on behalf of the firm in all cases relating to the business of the firm, with the exception, however, that special authorization shall be needed for selling and mortgaging real property. Power of attorney may also be given to two or several persons and with a stipulation that these shall act and sign jointly.

If a power of attorney does not contain other limitations or restrictions than the above, it may be entered in the Trade Register. An obligation in this regard does not exist, but the registration may be of importance in proving *bonâ fides.*

2. *Ship Owners* (see *Sjölagen den* 12 *juni* 1891 *och Kungl. Förordningen angående registrering af svenska fartyg den* 27 *november* 1891).

All Swedish vessels, used for mercantile purposes or for carrying passengers, and measuring at least 20 tons net register, shall be entered in a special register in the *Kommerskollegium* (Board of Trade), which register shall contain all statements respecting each vessel, and also reliable information as to the owner.

3. *Limited Companies* (see *Lag om aktiebolag den* 28 *juni* 1895).

A joint stock company limited is not allowed to operate until registered according to the special rules of the Law of 28th of June, 1895.

Registration is performed by the Royal Patent and Registry Office, which has first to examine whether the memorandum is in legal order and whether other provisions of the law have been complied with. The application for registration shall contain a statement of the full names, nationality and domicile of the directors.

4. *Mutual Assurance Companies, Associations for economical purposes, and Banking Companies.*

Must also be registered before coming into operation (see *Lag om försäkringsrörelse den* 24 *juli*, 1903, *Lag om registrerande föreningar för ekonomisk verksamhet den* 28 *juni*, 1895, *and Lag angående solidariska bankbolag den* 18 *september*, 1903).

No. 56. SWITZERLAND.

Report by the Second Secretary to the British Legation, dated 17th July, 1906.

Registration of Commercial Firms.

THE regulations respecting the registration of commercial firms in Switzerland were laid down by the "Code Fédéral des Obligations" of June 14, 1881, which came into force on January 1, 1883, and which have been since slightly modified by a Law of December 11, 1888, and by regulations respecting the registration of commercial firms of May 6, 1890.

The following are the regulations in force:—

A. Firms belonging to one person only are obliged to register the name of the head of the firm, and the person authorized by him to act on his behalf, if there should be one.

B. Firms composed of several persons (*sociétés en nom collectif*) which are defined as being firms in which two or more persons combine to carry on trade, to start a manufactory, or to carry on any industry of a commercial nature as partners and with unlimited liability.

Any firm can become a firm of this nature, even if it should have a different object from those mentioned above, on the condition of being registered as such on the Commercial Register.

The registration must take place in the locality where the firm is situated, and must state:—

(1) The name and address of each partner;

(2) The conditions of partnership and the place where the firm is situated;

(3) The date when the firm was founded;

(4) When it is agreed that one or more of the partners only shall represent the firm, the person or persons designated for this object must be stated, and the fact, if existing, that this right can only be exercised conjointly.

The replies to the above questions must be either signed by all the partners personally in presence of the Registrar, or else the signatures must be properly legalized.

They must be transcribed on the register as they are given.

The partners deputed to represent the firm shall personally affix the signature of the firm and their own signature in the presence of the Registrar, or hand them to him duly legalized.

C. *Sociétés en commandite* are defined as being firms in which two or more persons combine as partners to carry on any one of the professions mentioned under the preceding heading, and in which one of them at least has unlimited liability, while the others, the sleeping partners, agree to be only liable for the amount of money which they supply to the firm.

The members of a firm of this description must register it on the Commercial Register as a "société en commandite."

Any firm may become a "société en commandite," even if it should have another object than those mentioned above, on the condition of being registered as such on the Commercial Register.

The registration must take place in the locality where the firm is situated, and must state:—

(1) The name and address of all the partners whose liability is unlimited;

(2) The name and address of all the sleeping partners and the amount of money supplied by them to the firm;

(3) The conditions of partnership and the place where the firm is situated;

(4) The date on which the firm was founded.

The regulations for signature are the same as those in heading B., with the exception that the sleeping partners must also sign in the presence of the Registrar, or else the signatures must be duly legalized, as well as those of the other partners.

D. Joint stock companies or companies of shareholders (*sociétés anonymes ou*

par actions) are defined as being those composed of partners whose names are not published, the capital of which, stated beforehand, is divided into shares, and the debts of which are guaranteed by the assets of the firm, without the partners being personally held liable.

These companies must hand over their bye-laws in original, or a duly certified copy, to the Registrar of the Commercial Register in the district where the company is situated; they must be inscribed on the register, and an extract must be published.

The extract must state :—

(1) The date of the bye-laws;

(2) The name of the firm and the place where it is situated;

(3) The object and duration of the undertaking;

(4) The amount of capital invested and of each share;

(5) The nature of the shares, whether registered in the name of the holder or to bearer;

(6) The form to be followed for publications issued by the company.

If the bye-laws state the manner in which the administration makes known its decisions and signs for the company this should also be published.

The following documents must be furnished when registration is applied for :—

(1) A certificate that the company's capital is entirely covered by the money furnished by the shareholders;

(2) A certificate that the fifth part at least of the amount furnished by each shareholder has ben actually paid;

(3) Documents stating the appointment of the directors and of the inspectors;

(4) A document, if there should be one, stating the decisions taken at the general meeting.

The application for registration must be signed by all the directors in presence of the Registrar, or else properly legalized. The original or certified copies of the documents furnished with the application shall remain deposited at the office.

E. *Associations* are defined as being any society of persons who, without belonging to any of the above-mentioned categories, carry on a common economic or financial undertaking.

The bye-laws of the " Association " must be drawn up in writing and signed by seven partners at least.

The " Association " must be registered in the locality where it is situated; and the bye-laws must be handed over to the Registrar furnished with the signatures mentioned above. These signatures must be legalized and the signatories must state their addresses. The bye-laws must also contain the following statements :—

(1) The name of the company;

(2) The seat of the company and of its branch establishments;

(3) The object of the " Association ";

(4) The conditions required for the admission and resignation of the partners;

(5) The amount of the money supplied by the partners;

(6) The manner in which the " Association " is organized, directed and represented, and in which signature in its name is made;

(7) The division of the profits, if the " Association " should have a lucrative object.

The bye-laws must be published as they are in the " Feuille Officielle du Commerce," together with the names and addresses of the persons called upon to act in the name of the " Association," as well as those of any partners who may be relieved from all individual responsibility. Any modification of the bye-laws must be registered and published also in the above manner.

F. Any societies having a scientific, artistic, religious, charitable or athletic object, or any other moral or intellectual object, may, by being registered on the Commercial Register, acquire a civil status.

The registration must state accurately the name, situation, object and organization of the society, and especially the manner in which it is managed.

There is a Commercial Register in each canton, and the Cantonal Legislature designates the officials who are to superintend it. Each canton may have special district registers and appoint special officials to superintend them.

No. 57. UNITED STATES OF AMERICA.

Report by Sir H. M. Durand, dated October 4, 1906.

As there is no federal legislation in the United States on the subject of the registration of commercial firms, I addressed a note to the State Department asking for copies of the laws in force on this matter in the various States.

I have now the honour to transmit these laws to you, together with a report drawn up by Mr. Higgins.

It will be observed that the laws of many States have not been so far sent to me, but in view of the long delay which has already occurred I have decided to forward to you the report on those laws which are now in my possession.

Enclosure 1 in No. 57.

REPORT ON THE LAWS in force in various States of the Union respecting the Registration of Commercial Firms, with special reference as to the Registration of the Names of all Responsible Partners and of Persons authorized to sign or act on their behalf.

The registration of commercial firms has not been the object of federal legislation, but is regulated by the legislature of the separate State Governments.

In the following States no laws exist making registration compulsory:—

Idaho.	South Dakota.
Indiana.	Oregon.
Louisiana.	Tennessee.
Connecticut.	Wisconsin.
New Hampshire.	Wyoming.
North Dakota.	Nebraska.

Registration is made compulsory by the laws of the under-mentioned States:—

California.	Montana.
Illinois.	New York.
Massachusetts.	Virginia.
Texas.	New Jersey.
Minnesota.	Michigan.

Copies of the laws existing in these States are enclosed.*

CALIFORNIA.—The law of California provides for the registration only in the case of "partnerships transacting business under a fictitious name, or a designation not showing the names of the persons interested as partners in such business."

In such cases a certificate must be filed stating the names in full of all the members of such partnership.

Exception is made for commercial or banking partnerships established without the United States which may transact business without registration, although under a fictitious name or designation not showing the names of persons interested as partners.

There is no mention in this or any other of the State laws of "persons authorized to sign or act on behalf of responsible partners."

---

* *See* Appendix.

ILLINOIS.—The registration of limited partnerships is provided for by the law of Illinois. The certificate must contain the names of the general and special partners —distinguishing between them. The general partners only are authorized to transact business, sign for the partnership and bind the same. Under Section 19 of this extract powers of the special partners are defined. They may "examine into the state of the partnership concerns, advise as to management and act as attorney in fact, but may not transact any other business, nor be employed for that purpose as agent or otherwise without the express assent of all the general partners, and if he intervene contrary to these provisions he shall be deemed a general partner."

MASSACHUSETTS.—Under the law of Massachusetts the members of a "Limited Partnership" must make and severally sign a declaration, the conditions of which are practically identical with those of the Law of Illinois.

A limited partnership may be formed for any lawful business except insurance.

MICHIGAN, MINNESOTA, AND TEXAS.—The laws of Michigan, Minnesota, and Texas forbid the formation of a "limited partnership" for the purposes of banking and insurance and provide for the filing of a certificate identical with that of Illinois and Massachusetts.

In Texas, as in Illinois, the general partners only are authorised to transact business, sign for the partnership and bind the same. This provision is absent in the laws of Michigan and Minnesota.

MONTANA AND NEW JERSEY.—The laws of Montana and New Jersey provide for registration only in the case of a partnership trading under a fictitious name and not showing names of all persons interested as partners (*Cf.* California). In such case a declaration must be filed containing the full names of all persons interested as partners.

VIRGINIA.—Registration of commercial firms is not required by the law of Virginia, but there is a statute requiring special and limited partnerships to be acknowledged by the parties forming the same and recorded in the county in which the place of business is situated.

Report by Mr. James Bryce, dated June 11, 1907.

I transmit to you herewith a memorandum embodying information received from the State Department respecting the laws of those States of the Union not mentioned in Sir H. M. Durand's despatch of October 4th. Even now, however, I have been able to obtain no information respecting the three States of Delaware, Nevada, and Pennsylvania.

Enclosure 2 in No. 57.

MEMORANDUM OF THE LAWS in force in some of the United States with respect to the Registration, &c., of Commercial Firms.

ALABAMA.—There are no laws within the State respecting the registration of commercial firms or of individuals, but there are certain laws in regard to foreign and domestic corporations which may be of interest and copies of which are enclosed herewith.*

COLORADO.—The following law was passed in 1897:—

> "Any person or persons trading or doing any business in this State under the name of 'Manager,' 'Trustee,' 'Agent,' or in other representative name, or any person or persons using as part of the business name the words 'and Co.,' or 'and Company,' or using merely one initial letter as part of the business name, and any person or persons, partnership or association

---

* *See* Appendix.

of persons doing business, or carrying on any trade in this State under any other name than the personal name or names of his or its constituent members, shall file for record with the Clerk and Recorder of the county of the residence of and in which such business or trade is carried on, an affidavit setting forth the full Christian name and surname and addresses of all the parties who are so represented; and further affidavits shall be filed for record upon any change or changes, whether of withdrawal, addition, or otherwise, in the parties so represented. In default of filing for record such affidavits as aforesaid, such persons, partnerships and associations so trading and doing business as aforesaid, shall not be permitted to prosecute any suits for the collection of their debts until such affidavits shall be filed and each and every person so in default shall be deemed guilty of a misdemeanour and upon conviction thereof in any Court of competent jurisdiction shall be fined in any sum not less than $10 nor more than $300, or imprisoned in the county jail not less than 10 nor more than 90 days in the discretion of the Court;

"Provided, that the provisions of this Act shall not apply to regularly incorporated companies having their Articles of Incorporation duly filed.

"The several County Clerks and Recorders shall receive the sum of twenty-five cents for the filing and record of each of such affidavits."

GEORGIA.—The law of this State provides for the registration of all corporations except banks, but contains no requirements as to the registration of the names of persons authorized to sign.

KANSAS.—This State has passed rigid laws respecting the admission and formation of corporations, but has not legislated in respect to commercial firms and their registration.

MARYLAND.—The general incorporation law of this State is very voluminous and has never been printed in separate form; under it corporations do not report or file their charters in the office of the Secretary of State, but it provides that corporations shall register their charters with the clerk of the Circuit Court of the county in which their principal office is located, or with the clerk of the Superior Court of Baltimore, if the principal office is located in that city. A copy of Maryland's Foreign Corporation Law is annexed.*

MISSOURI.—Companies incorporated under the law of Missouri or of other States are required to register at the Department of the Secretary of State. An association of persons desiring to incorporate must file in the Department of State a copy of their Articles of Agreement, signed and acknowledged by all the parties thereto, setting forth the amount of the capital stock, as well as the number of shares subscribed by each individual and the amount thereof which is actually paid in.

SOUTH CAROLINA.—The law on the subject of limited partnerships is enclosed herewith.* There are no special provisions as to general partnerships in the State, as they are regulated by common law.

VERMONT.—There is no law placing any restriction or regulations on firms, but Vermont's law does impose a licence tax on foreign corporations before they are permitted to do business within the State. Copies of the sections of the Public Statutes of Vermont on this subject are annexed.*

WASHINGTON.—The law of this State provides that:—

"Any foreign corporation desiring to do business in this State is required to file with the Secretary of State an appointment of some resident in this State upon whom process may be made. Each corporation is required on or before the second Tuesday in January of each year to file with the county auditor of the county in which such corporation has its principal place of business, a statement, sworn to by its president, and attested by its secretary, and sealed with its corporate seal, containing a list of all its officers and their

* *See* Appendix.

respective titles of office, names and addresses, and the term of office for which they have been chosen."

There are no laws on the subject in the following States:—

Arkansas.
Florida.
Iowa.
Kentucky.
Maine.
Mississippi.
New Mexico.
North Carolina.
Rhode Island.
Utah.
West Virginia.

No. 58. URUGUAY.

Memorandum by Mr. Kestell-Cornish on the subject of the Registration of Commercial Firms, dated August 11, 1906.

In this Republic no regulations respecting the registration of commercial firms, over and above the existing laws, have been issued, and whenever any modifications are made by the Legislature, they are at once embodied in the Commercial Code. An extract from that code, containing such articles as directly bear upon and elucidate the subject, together with a translation* of the same, is therefore enclosed herewith.

[Under the articles referred to, merchants and partnerships are required to register full details as regards their personality, constitution, &c. All powers of attorney granted to clerks or "factors" for the purpose of carrying on the business must also be registered.]

No. 59. VENEZUELA.

Report by Mr. Bax-Ironside, dated September 10, 1906.

The registration of commercial firms in Venezuela is governed by the "Commercial Code" of 1904.

The regulations contained in the Commercial Code which relate to the registration of commercial firms may be divided under three heads:—

(1) Registration of Venezuelan firms (Articles 20-34 of the Code).

(2) Registration of foreign firms (Articles 293-296 of the Code).

(3) Registration of foreign insurance companies (Articles 297-300).

A.—*Registration of Venezuelan Firms.*

Amongst the particulars required by Article 22 of the Code to be registered are the signatures of the principals of firms, whether alone or as partners; the sale of a commercial signature; and powers granted by merchants to subordinates to carry on business. Such documents have to be registered by a registrar in the Courts of Commerce within 15 days from the dates of signature under pain of a fine, and copies are exhibited for six months.

A merchant having no partner may use no other name than his own; a company must register the names of some of the partners, with some indication of the existence of a company, and the names of firms already registered may not be used unless with some addition to distinguish the new firm. Anyone succeeding to a firm may keep the name of the former owner, indicating that he is his successor. Should a partner retire or join, the same mercantile signature may continue with the consent of the retiring partner.

* *See* Appendix.

B.—*Registration of Foreign Firms.*

The regulations relating to these are very stringent. They are treated as having "no domicile." They are subject to the same regulations as Venezuelan companies, but must also register all documents, such as Memorandum of Association, statutes, &c., required for presentation by the laws of the country to which they belong. They must also have a duly authorized representative resident in Venezuela.

C.—*Registration of Foreign Insurance Companies.*

Special regulations relate to these, requiring as a condition of registration the possession of real property in Venezuela of the value of not less than £24,000 in the case of life insurance companies, and not less than £8,000 in the case of other insurance companies, and with a maximum of 25 per cent. of the value of the capital guaranteed in Venezuela by the company. Heavy penalties are enacted for failure to comply with the above.

APPENDIX.

AUSTRALIA.

NEW SOUTH WALES.

Act No. 100, 1902.

AN ACT to provide for the Registration of Firms. [Assented to, 17th December, 1902.]

Be it enacted by the King's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled, and by the authority of the same, as follows:—

Short title. 1. This Act may be cited as the "Registration of Firms Act, 1902."

Commencement of Act. 2. This Act shall come into operation on the first day of January, one thousand nine hundred and three.

Interpretation. 3. In this Act, unless the context otherwise requires,—

"business" includes trade and profession;

"firm" means any two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a company registered or incorporated within the British Dominions under, by, or in pursuance of any Act of Parliament, Letters Patent, or Royal Charter;

"firm-name" means the name or style under which any business is carried on, whether in partnership or otherwise;

"prescribed" means prescribed by regulations made in pursuance of this Act;

"usual name" includes a signature habitually used for business purposes;

"Registrar-General" includes a Deputy Registrar-General and Deputy Registrar lawfully appointed for the time being.

Firms and persons to be registered. 4. From and after the commencement of this Act—.

(*a*) every firm carrying on business or having any place of business in New South Wales under a firm-name which does not consist of the full or the usual names of all the partners without any addition; and

(*b*) every person carrying on business or having any place of business in New South Wales under any firm-name consisting of or containing any name or addition other than the full or the usual name of that person—

shall register in the manner directed by this Act the name under which their or his business is or is intended to be carried on.

Manner and particulars of registration. 5. Registration under this Act shall be effected by sending by post or delivering to the Registrar-General a statement in writing containing the following particulars—

(*a*) the firm-name;

(*b*) the nature of the business;

(*c*) the place or places where the business is carried on, or is intended to be carried on, in New South Wales;

(*d*) the full name, usual residence, and other occupation (if any) of the person or persons carrying on or intending to carry on the business;

(*e*) if the business is commenced after the commencement of this Act, the date of the commencement of the business.

Particulars to be written by persons registering, and attested. 6. (1) The person or persons carrying on or intending to carry on any business required to be registered as aforesaid shall sign or acknowledge a statement of the particulars required for registration, if in New South Wales, in the presence of the Registrar-General or a justice of the peace, or a commissioner of the Supreme Court for taking affidavits, or a barrister or solicitor practising in New South Wales, and if elsewhere than in New South Wales in the presence of a British Consul, a notary public, or the Agent-General of the State of New South Wales, or a commissioner for affidavits for New South Wales, by whom respectively such signatures or acknowledgments shall be attested.

(2) The foregoing provisions of this section shall be deemed to be complied with if any partner in New South Wales signs or acknowledges the said statement.

(3) If there is in New South Wales no partner carrying on or intending to carry on a business carried on under a firm-name, the foregoing provisions of this section shall be deemed to be sufficiently complied with if the said statement is signed or acknowledged by any person who has previously filed in the office of the Registrar-General a statutory declaration or produced a power of attorney showing that he is duly authorized by and on behalf of such person or persons as is or are described in such declaration or power of attorney to carry on the business the firm-name of which he desires to have registered.

(4) A fee of two shillings and sixpence shall be paid to the Registrar-General on filing any such statutory declaration or producing such power of attorney.

Time for registration. 7. (1) Firms and persons required to be registered under this Act, who at the commencement of this Act are carrying on business in New South Wales, shall comply with the provisions of this Act within six months after such commencement.

(2) Other firms and persons required to be registered under this Act shall register accordingly before they commence business.

Registration of changes in firm. 8. Where a change occurs in the constitution of a registered firm, the members of the firm as reconstituted shall, within one month after such change, send by post or deliver to the Registrar-General a statement thereof in the form in the Schedule to this Act or in any other prescribed form; and the same provision shall apply where a change occurs in

the ownership of any business carried on by one person and required to be registered under this Act.

Re-registration on change of firm-name.

9. Where a change occurs in the firm-name of any firm or person required to be registered under this Act, such firm or person shall re-register, as in the case of a new business, and the statement sent or delivered to the Registrar-General shall mention the former firm-name as being abandoned, as well as the particulars required for a new registration.

Penalty for default in registration.

10. If any person by this Act required to send or deliver any statement shall make default without reasonable excuse in sending or delivering the same within the prescribed time after a written demand in that behalf by the Registrar-General or in the manner and within the time specified by this Act, he shall on conviction be liable to a penalty not exceeding two pounds for the first offence, and for every subsequent conviction to a penalty not exceeding five pounds.

Persons in default bringing action shall be ordered by court to register.

11. (1) Where any firm or person by this Act required to send or deliver any statement to the Registrar-General has therein made default, and during such default commences any suit or action in any court in the firm-name or for a cause of action arising out of any dealing by such firm or person in the firm-name, such court shall order the firm or person in default to send or deliver to the Registrar-General the proper statement as required by this Act, and may stay all proceedings in the suit or action until the order be complied with, or allow proceedings to be continued on an undertaking to comply with such order within a time to be limited by the court.

(2) The power by this section given to the court may be exercised by a Supreme Court Judge in chambers, or by a District Court Judge, or by a police or stipendiary magistrate, or by two or more justices sitting in petty sessions.

Proceedings against non-registered firms.

12. If any firm or person required to be registered as provided in this Act shall fail to register accordingly, all proceedings in any court of competent jurisdiction may be taken and prosecuted against such firm or person in the name under which such firm or person is carrying on business, and such name shall for the purposes of such proceedings be a sufficient designation of such firm or person in all writs, summonses, plaints, and other legal documents and instruments: Provided however that nothing in this section shall be construed to exempt any firm or person from compliance with any of the provisions of this Act.

Making false returns under this Act to be a misdemeanour.

13. Every person who wilfully makes signs acknowledges or sends or delivers to the Registrar-General any false statement purporting to be made under this Act shall be guilty of a misdemeanour, and shall on conviction be liable to imprisonment for a term not exceeding two years.

Informations for offences.

14. Informations for offences against this Act (other than those referred to in the last preceding section) or for breaches of any regulations made under this Act shall be heard and determined in a summary way by a court of petty sessions. An appeal shall lie from any conviction for any such offence or breach.

Registrar to file statement and issue certificate.

15. The Registrar-General on receiving any statement made in pursuance of this Act, shall cause the same to be filed, and shall send by post or deliver a certificate of the registration thereof to the firm or person registering.

Register and index to be kept.

16. The Registrar-General shall keep in proper books, to be provided for the purpose, a register and an index of all the firm-names of firms and persons registered under this Act, together with the statements registered in reference thereto.

Inspection of statements registered.

17. (1) Any person may inspect make a copy of or extracts from the statements filed by the Registrar-General, and there shall be paid for every such inspection a fee of one shilling.

(2) Any person may require a certificate of the registration of any firm or person, or a copy of, or extract from any registered statement to be certified by the Registrar-General, and there shall be paid for every such certificate of registration a fee of five shillings, and for every such copy or extract a fee at the rate of sixpence for each folio of seventy-two words, or such other fees as may be prescribed by the Governor.

(3) A certificate of registration or a copy of or extract from any statement registered under this Act purporting to be signed and certified by the Registrar-General shall in all courts of justice within the State of New South Wales be admitted as *primâ facie* evidence of the fact and date of registration as shown thereon and of the other particulars therein contained.

Registrar-General to send reply to inquiries.

18. It shall be the duty of the Registrar-General on receiving payment of such fees as may be prescribed to send by post a reply to any inquiry made of him by letter in reference to any registration effected under the provisions of this Act.

Registrar-General to report offences against this Act.

19. It shall be the duty of the Registrar-General to take cognisance of and to report to the Attorney-General or the Solicitor-General every contravention on the part of any firm or person of any of the provisions of this Act or of any regulations made hereunder.

Regulations.

20. The Governor may make regulations to take effect after the commencement of this Act—

(*a*) prescribing the fees to be paid to the Registrar-General under this Act: Provided that for the registration of any one statement the fee shall not exceed the sum of five shillings;

(*b*) prescribing the forms to be used and the mode of payment of fees under this Act;

(*c*) prescribing the duties or additional duties to be performed by the Registrar-General for the purposes of this Act;

(*d*) prescribing generally the conduct and regulation of registration under this Act and as to any matters incidental thereto;

and may in those regulations authorize any penalty not exceeding five pounds to be imposed for any breach of the same. All such regulations shall be published in the Government Gazette, and shall be laid before both Houses of Parliament within fourteen days after such publication, if Parliament is sitting, but if Parliament is not sitting, then within fourteen days after the next meeting of Parliament.

21. For the purpose of making the statements required by this Act, the forms in the Schedule to this Act or any prescribed forms to the same effect may be used, and if used, shall be sufficient. Forms

---

SCHEDULE.

FORMS OF STATEMENT.

REGISTRATION OF FIRMS ACT, 1902.

A.—*Original Registration of a firm* [or *person*].

The firm-name is

The business of the firm [*or* person] is

It is intended to carry on the business at .

Name [*or* names] of person [*or* persons] carrying on [*or* intending to carry on] the business

Full name (to be written or acknowledged by each person himself).	Usual residence.	Other occupation, description, and addition (if any).

Date of intended commencement of business or establishment of new place of business, if after the commencement of the Act

Signed and declared at on the day of 19

Before me,—
Registrar-General; *or*
Deputy Registrar-General; *or*
Deputy Registrar; *or*
A Justice of the Peace; *or*
A Commissioner for taking Affidavits; *or*
Barrister; *or*
Solicitor; *or*
British Consul at ; *or*
Notary public of ; *or*
Agent-General of the State of New South Wales [*as the case may be*].

REGISTRATION OF FIRMS ACT, 1902.

B.—*Notice of Change in Constitution of Registered Firm.*

WE [*or* I] the undersigned [*the members of the firm as reconstituted*, or *the new proprietor of the business*, as the case may be] hereby give notice that on the day of 19 , the following change took place in the constitution of the firm [*or* person] registered by the name of and Company, that is to say—

*A.B. retired from the firm.

*C.D. became a member of the firm.

* As the case may be.

---

†*Description of a New Member.*

Full name.	Usual residence.	Other occupation, description, and additions (if any).

Signed and declared at on the day of 19 .

Before me,—
Registrar-General; *or*
Deputy Registrar-General; *or*
Deputy Registrar; *or*
A Justice of the Peace; *or*
A Commissioner for taking Affidavits; *or*
Barrister; *or*
Solicitor; *or*
British Consul at ; *or*
Notary public of ; *or*
Agent-General of the State of New South Wales [*as the case may be*].

† As upon an original registration.

REGISTRATION OF FIRMS ACT, 1902.

C.—*Notice of Change of Registered Firm-name.*

(*In addition to Form A*).

THE persons [*or* person] now registering are [*or* is] the persons [*or* person] who heretofore carried on business under the registered firm-name of and Company, which is abandoned as from the date of this notice.

REGULATIONS UNDER THE "REGISTRATION OF FIRMS ACT, 1902."

1. The forms set out in the First Schedule hereunder, and no other, shall be used for the several purposes for which the same are respectively appropriate.

2. The fees set out in the Second Schedule hereunder shall be paid to the Registrar-General for the several matters referred to in such Schedule.

3. All fees shall be paid either in cash or by postal-note or post office order, and payment shall be made, in the case of a statement, prior to or at the time of sending or delivering the statement to the Registrar-General, and in all other cases in advance.

4. Any firm or person required to send or deliver any statement in accordance with the provisions of this Act, who is in default and upon whom a written demand for registration under this Act shall be made by the Registrar-General, shall comply with such demand within seven days after the date on which the letter of demand was posted, unless some longer period is stated therein.

Any person not complying with the requirements of this regulation without reasonable excuse shall be liable to a penalty not exceeding two pounds for the first offence, and for every subsequent conviction to a penalty not exceeding five pounds.

5. Any written demand by the Registrar-General shall be deemed to have been duly made when a letter has been posted in the ordinary course of post, addressed to the firm or person in default, or to any place where business is being or has been carried on by or on behalf of such firm or person.

6. If any person or firm registered or required to be registered under the Act shall change his or their usual residence or place where his or their business is carried on, or shall commence to carry on business in any additional premises, he or they shall within seven days send or deliver to the Registrar-General a memorandum in the prescribed form setting forth such change or commencement.

7. In stating the usual residence or place where business is or is about to be carried on, the full postal address, including the name of the street and the name or number of the premises, shall be given.

8. If any person whose name has been entered as partner upon a statement lodged in the Registrar-General's Department makes and lodges with the Registrar-General a statutory declaration that his name has been so entered erroneously or fraudulently, and without his consent, and that he is not and was not at the date of the said statement in any way connected with or responsible for the liabilities of such business, the Registrar-General may make a

note of such declaration upon the Register, and shall thereafter, when issuing certified copies of the registration of such firm, add an identical note to such copies.

A fee of two shillings and sixpence shall be paid upon the lodgment of every such declaration by the person lodging it.

9. Any firm or person failing to comply with the requirements of these regulations shall, except where otherwise provided for, be liable to a penalty not exceeding five pounds.

[This form, when filled in, signed and witnessed, must be lodged with, or sent by prepaid letter-post to, the Registrar-General, Sydney, accompanied by a fee of 5*s*.]

FIRST SCHEDULE.—FORMS. Form 1.

REGISTRATION OF FIRMS ACT, 1902.

Registration of a Firm or Person carrying on Business under a Firm-name.

The Firm-name is

The nature of the business is

Place where business $\overset{\text{is}}{\text{is to be}}$ carried on (*a*)

Date when business $\overset{\text{was}}{\text{is to be}}$ commenced

The name, residence, and other occupation of each person having a share in the business, are as follows :—

Full Name (of each Partner, if more than one person).	Usual Residence.	Other Occupation, Description, or Addition (if any).
		If no other occupation is followed, the word "none" should be entered here.

This Statement was signed and acknowledged by the said
at
on the
day of 190 , in my presence*—

(Signature)

(Designation)

(Signature of person making Statement) :—

NOTE.—The signing or acknowledgment by any one partner will be sufficient.

(*a*) Give address (or various addresses, if more than one), in full.

* The statement must be signed or acknowledged, if made in New South Wales, in the presence of the Registrar-General, or any of his Deputies, or a Justice of the Peace, or a Commissioner of the Supreme Court for taking Affidavits, or a Barrister or Solicitor practising in New South Wales; if made elsewhere, in the presence of a British Consul, or a Notary Public, or the Agent-General of the State of New South Wales, or a Commissioner for Affidavits for New South Wales.

Further registration is unnecessary, unless some change occurs in the ownership of the business in the firm-name, or in the location of business premises or residence.

REGISTRATION OF FIRMS ACT, 1902, ORIGINAL REGISTRATION.

Statement No.

Register Folio No.

Firm No.

Filed in the office of the Registrar-General of the State of New South Wales, the
day of 190

Deputy Registrar-General.

[This form, when filled in, signed, and witnessed, must be lodged with, or sent by prepaid letter-post to, the Registrar-General, Sydney, accompanied by a fee of 5*s*.]

Form 2.

REGISTRATION OF FIRMS ACT, 1902.

Notice of Change of Registered Firm-name.

The Firm-name is
The nature of the business is
The business is carried on at (*a*)

The name, residence, and other occupation of each person carrying on the business, are as follows :—

Full Name (of each Partner, if more than one person).	Usual Residence.	Other Occupation, Description, or Addition (if any).

The persons now registering are the persons who heretofore carried on business under the registered firm-name of which is abandoned as from the date of this notice.

This Statement was signed and acknowledged by the said at on the day of 190 , in my presence*—

(Signature)
(Designation)

(Signature of person making Statement) :—

NOTE.—The signing or acknowledgment by any one partner will be sufficient.

(*a*) Give address (or various addresses, if more than one), in full.

* The statement must be signed or acknowledged, if made in New South Wales, in the presence of the Registrar-General, or any of his Deputies, or a Justice of the Peace, or a Commissioner of the Supreme Court for taking Affidavits, or a Barrister or Solicitor practising in New South Wales; if made elsewhere, in the presence of a British Consul, or a Notary Public, or the Agent-General of the State of New South Wales, or a Commissioner for Affidavits for New South Wales.

[This form, when filled in, signed, and witnessed, must be lodged with, or sent by prepaid letter-post to, the Registrar-General, Sydney, accompanied by a fee of 5*s*.]

Form 3

REGISTRATION OF FIRMS ACT, 1902.

Notice of Change in Constitution of Registered Firm.

WE, the undersigned, members of the Firm of hereby give notice that on the day of 190 , the following change took place in the constitution of the Firm registered under the Firm-name of that is to say retired from the Firm and described below became a member of the Firm.

Description of new member :—

Full Name of New Partner.	Usual Residence.	Other Occupation, Description, or Addition (if any).

This Statement was signed and acknowledged by

at on the day of 190
in my presence*—

(Signature)
(Designation)

(Signature of each member of Firm as reconstituted) :—

* The statement must be signed or acknowledged, if made in New South Wales, in the presence of the Registrar-General, or any of his Deputies, or a Justice of the Peace, or a Commissioner of the Supreme Court for taking Affidavits, or a Barrister or Solicitor practising in New South Wales: if made elsewhere, in the presence of a British Consul, or a Notary Public, or the Agent-General of the State of New South Wales, or a Commissioner for Affidavits for New South Wales.

[This form, when filled in, signed, and witnessed, must be lodged with, or sent by prepaid letter-post to, the Registrar-General, Sydney, accompanied by a fee of 5*s*.]

Form 4.

REGISTRATION OF FIRMS ACT, 1902.

Notice of Change of Ownership of Business.

WE, the undersigned, hereby give notice that on the day of 190 , the ownership of the business registered under the Firm-name of was changed, and that such business is now carried on under such Firm-name by the person described below.

Description of new owner of business :—

Name in full.	Usual Residence.	Other Occupation, Description, or Addition (if any).

This Statement was signed and acknowledged by the said at on the day of 190 , in my presence*—
(Signature)
(Designation)

(Signature of former owner) :—

This Statement was signed and acknowledged by the said at on the day of 190 , in my presence*—
(Signature)
(Designation)

(Signature of new owner) :—

* The statement must be signed or acknowledged, if made in New South Wales, in the presence of the Registrar-General, or any of his Deputies, or a Justice of the Peace, or a Commissioner of the Supreme Court for taking Affidavits, or a Barrister or Solicitor practising in New South Wales ; if made elsewhere, in the presence of a British Consul, or a Notary Public, or Agent-General of the State of New South Wales, or a Commissioner for Affidavits for New South Wales.

(Form 5.) No.

NEW SOUTH WALES.

REGISTRATION OF FIRMS ACT, 1902 (SECTION 15).

Certificate of Registration.

I CERTIFY that a statement made pursuant to the provisions of the Registration of Firms Act, 1902, in connection with the business carried on under the firm-name of has this day been registered.

Given under my hand at Sydney this day of one thousand nine hundred and

Registrar-General.

Form 6.

REGISTRATION OF FIRMS ACT, 1902 (SECTION 17).

Certificate of Registration.

I CERTIFY that pursuant to the provisions of the "Registration of Firms Act, 1902," the person (or persons) mentioned below was (or were) on the day of one thousand nine hundred and registered in the Office of the Registrar-General

as the person (or persons) carrying on the business of
at e under the Firm-name of

Name in full (or full name of each Partner).	Usual Residence.	Other Occupation, Description, or Addition (if any).

GIVEN under my hand at Sydney, this day of one thousand nine hundred and

Registrar-General.

Form 7.

REGISTRATION OF FIRMS ACT, 1902.

Notice of Change of Residence or Location of Business.

The Firm-name is
The nature of the Business is

The following changes have taken place in regard to the business carried on under the above Firm-name :—

Person or Persons carrying on the Business.

Name or Names.	Old Address.	New Address.	Date of Change.

Location of Business Premises.

Premises where Business has ceased to be carried on.	New Premises to which Business has been transferred.	Additional Premises.	Date of Change.

(Signature)

(Date)

This form must be filled up and forwarded to the Registrar-General, Sydney, by the person or one of the persons carrying on the business.

SECOND SCHEDULE.

FEES PAYABLE TO THE REGISTRAR-GENERAL UNDER THE REGISTRATION OF FIRMS ACT, 1902.

	s.	d.
Upon filing any statutory declaration or producing any Power of Attorney	2	6
Upon sending or delivering to the Registrar-General any statement for the purpose of effecting registration	5	0
For every Certificate of Registration under section 17, sub-section 2	5	0
For every Certified Office Copy of or extract from any registered statement (in addition to a fee of 8d. for each folio of 72 words after the first three folios)	5	0
For every inspection of a statement filed	1	0
For every search (when no other fee is at the same time paid)	1	0
Upon every enquiry by letter in reference to any registration effected under the Act ...	2	0
Upon every enquiry by letter entailing a search of the Index or Register (when no other fee is at the same time paid)	2	0

QUEENSLAND.

AN ACT TO PROVIDE FOR THE REGISTRATION OF FIRMS.

[Assented to 26th December, 1902.]

BE it enacted by the King's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Queensland in Parliament assembled, and by the authority of the same, as follows:—

1. This Act may be cited as "The Registration of Firms Act of 1902." Short title.

2. In this Act, unless the context otherwise indicates, the following terms have the meanings set against them respectively, that is to say,— Interpretation.

"Business"—Any business, trade, or profession; Business.

"District"—The district assigned to a registrar under or in pursuance of this Act; District.

"Firm"—Any person individually or any two or more persons in association or partnership carrying on any business or having any place of business in Queensland under any firm-name; the term does not include a company registered under the provisions of "The Companies Acts, 1863 to 1896," or "The Foreign Companies Act of 1867," or "The British Companies Act of 1886," or incorporated by any Act of the Parliament of Queensland, or a foreign company registered under the provisions of "The Foreign Companies Act of 1895"; Firm.

"Firm-name"—A name or style under which a business is carried on, and which does not consist solely of the full or usual name of the person individually carrying on the business or solely of the full or usual names of all the persons in association or partnership carrying on the business; Firm-name.

"Prescribed"—Prescribed by this Act or by Regulations made thereunder; Prescribed.

"Registered Firm"—A firm registered under this Act; Registered firm.

"Registrar"—The principal registrar and any registrar of firms appointed under this Act. Registrar.

When a district is assigned to a registrar under this Act the term "registrar," unless the context otherwise indicates, means the registrar for the district in which the firm carries on or proposes to carry on business, or, if there are or will be established places of business in more than one district, the registrar for the district in which the firm has established or proposes to establish its principal place of business;

"Usual Name" includes the style of a signature habitually used for business purposes. Usual name.

3. The Governor in Council may from time to time appoint a principal registrar and so many registrars and other officers as may be necessary for the effectual execution of this Act, and may assign a district to any registrar. Officers.

Until other appointments are made, all clerks of petty sessions shall be registrars for the purposes of this Act in and for their respective petty sessions districts.

4. From and after the passing of this Act every firm shall be registered in the manner directed by this Act. Firms to be registered.

5. Notwithstanding anything herein contained, it shall not be necessary that registration be effected in the case of persons who do not publicly notify or advertise themselves as carrying on any specified business at any specified place of business in Queensland, and who merely contract to perform specified work for or supply specified materials to any particular person within any period not exceeding twelve months from the time of so contracting. Registration unnecessary in case of temporary contractors.

6. Every firm shall be registered before commencing business: Time for registration.

Provided that if any firm has carried on business in Queensland before the passing of this Act, it shall be sufficient if registration is effected within three months after that date.

7. Registration shall be effected by sending by post or delivering to the registrar a notice in writing in the following form, or to the like effect:— Manner and particulars of registration.

"*The Registration of Firms Act of* 1902."

To the Registrar of Firms for the District of

Take notice that I [*or* we] desire to have my [*or* our] Firm registered under the provisions of the above-mentioned Act. The necessary particulars are truly and correctly set out as follows:—

The firm-name is

The business of the firm is

The firm carries on business [*or* proposes to carry on the business at, *insert the place or places of business*]

The principal place of business is [*or* will be] at [*to be stated if the firm carries on or proposes to carry on business in more than one district*]

The proposed date of commencement of the business is [*to be stated if the firm is not carrying on business at the passing of this Act*].

The name of the person [*or* the names of the persons] carrying on (*or* proposing to carry on) the business is [*or* are]

Full Name [*to be written or acknowledged by each person himself*].	Usual Residence.	Other Occupation, Description, and Addition (if any) of each Person.

Signed [*or* acknowledged] at on the day of , 19 , before me

J.P., [*or as the case may be*].

Every such notice shall be accompanied by the prescribed fee.

Firm carrying on under more than one firm-name.

8. If a firm carries on or proposes to carry on business under more than one firm-name, such firm shall for all the purposes of this Act be deemed to be a separate and distinct firm in respect of each and every different firm-name under which it carries on or proposes to carry on business, and shall be so registered accordingly.

Re-registrations on change of firm-name.

9. A registered firm upon changing its firm-name shall be registered as a new firm, and the notice sent or delivered to the registrar shall be in the form last hereinbefore prescribed or to the like effect, with the following addition to be inserted before the attestation:—

And take further notice that the persons now registering are the persons who heretofore carried on business under the registered firm-name of which is abandoned as from the date of this notice.

Every such notice shall be accompanied by the fee prescribed in respect of the registration of a firm.

Fee for registration.

10. There shall be paid in respect of the registration of every firm a fee of two pounds. Such fee shall be transmitted with the notice for registration, or re-registration in the case of a change in the registered firm-name, as the case may be.

Registration of changes in firm.

11. When a change occurs in the constitution of a registered firm, the member or members of the firm as reconstituted shall, within fourteen days after such change, send by post or deliver a notice in writing thereof to the registrar in the following form, or to the like effect:—

"*The Registration of Firms Act of* 1902."

To the Registrar of Firms for the District of

I [*or* We], *the undersigned* [*the member or members of the firm as reconstituted*], hereby give notice that on the day of , 19 , the following change took place in the constitution of the firm registered under the firm-name of that is to say

A.B. retired from the firm.
C.D. became a member of the firm (*or as the case may be*).

Description of a new member [*or* new members] (*as upon an original registration*).

Full Name [*to be written or acknowledged by each person himself*].	Usual Residence.	Other Occupation, Description, and Addition (if any) of each Person.

Signed [*or* acknowledged] at on the day of , 19 , before me

J.P. [*or as the case may be*].

Every such notice shall be accompanied by a fee of five shillings.

Changes in places of business.

12. When and as often as a registered firm establishes a new place of business, or removes its place of business from one premises to another premises, or ceases to carry on

business at any place, the firm shall within fourteen days thereafter send by post or deliver a notice in writing of the fact to the registrar in the following form or to the like effect:—

"The Registration of Firms Act of 1902."

To the Registrar of Firms for the District of

Take notice that on the day of the following change was made in the place [*or* places] of business of the firm registered under the firm-name of that is to say:—

A new place of business was opened at [*or* the place of business at was removed from street to street, *or* the place of business at was closed, *or as the case may be*].

(Signed) A.B.
C.D. [*etc., members of the firm*].

Signed [*or* acknowledged] at on the day of , 19 , before me.

J.P. [*or as the case may be*].

Every such notice shall be accompanied by a fee of five shillings.

Signature, &c., of notices.

13. Save as is hereinafter provided, every notice given for any of the purposes of this Act shall be signed or acknowledged by the person individually constituting the firm, or by all the members of the firm, as the case may be.

Every such signature or acknowledgment shall be attested, if in Queensland by and before a justice of the peace, or if elsewhere by and before a British consul or notary public:

Provided that—

(i.) The provisions of this Act shall be deemed to be complied with if any member in Queensland of a firm consisting of more than one person signs or acknowledges the notice;

(ii.) If the person individually constituting a firm is not in Queensland, or if there is not in Queensland any member of a firm which consists of more than one person, the provisions of this Act shall be deemed to be sufficiently complied with if the notice is signed or acknowledged by any person who has previously filed in the office of the registrar a statutory declaration that he is duly authorized by and on behalf of the firm to carry on the business of the firm in Queensland.

A fee of five shillings shall be paid to the registrar on filing any such declaration.

Certificate of registration.

14. Upon the receipt of a notice given in pursuance of this Act and the prescribed fee, the registrar shall register such notice, and shall without further fee send by post or deliver a certificate of the registration thereof to the firm registering.

Monthly returns by registrar.

15. (1) Every registrar shall once in every month, on such date as the principal registrar may appoint, furnish to the principal registrar copies, certified under his hand to be correct, of all notices received by him in pursuance of this Act during the last preceding month, and the principal registrar shall preserve and register all such copies of notices so received by him.

Register and index.

(2) The principal registrar shall keep in proper books to be provided for the purpose a register and an index for the whole of Queensland of all registered firms and of all the notices registered in reference thereto.

(3) Every registrar shall keep, in proper books to be provided for the purpose, a register and an index for his district of all registered firms and of all the notices registered in reference thereto.

(4) Any person, upon payment of a fee of one shilling, shall be entitled to inspect and make an extract from or copy of any notice registered by any registrar.

Any person, upon payment of a fee of two shillings and six pence, shall be entitled to receive a certificate of the registration of any firm, or a copy of or extract from any registered notice signed by the registrar issuing the same and certified by him to be correct.

Registrar to send reply to inquiries.

16. Upon receipt of the prescribed fee, the registrar shall send by post a reply to any inquiry made of him by letter with reference to any registered firm or notice registered under this Act.

Offences and legal process.

17. (1) If any firm or person by this Act required to send or deliver any notice makes default, without reasonable excuse, in sending or delivering the same in the manner and within the time prescribed, such firm or person shall, for every day during which the default continues, be liable for the first offence to a penalty not exceeding five pounds, and for every subsequent offence to a penalty not exceeding ten pounds.

(2) All goods, chattels, wares, merchandise, and effects found upon the premises where such firm or person carries on business shall be liable to be distrained and sold to satisfy any penalty for any breach of this Act or any Regulation made thereunder.

(3) If in any case the person or persons constituting a firm is or are not known or cannot be ascertained, or is or are found to be absent from Queensland, then such firm may be proceeded against for any penalty incurred under this Act or any Regulation made thereunder under its firm-name without further description or designation.

(4) Service of any complaint or other process upon any person apparently in charge of any premises where any firm carries on business shall be deemed to be sufficient service thereof on such firm.

Registered name always to be used.

18. The firm-name of every registered firm shall be used in all matters connected with or relating to the business of the firm.

Actions by firms in default.

19. When a firm by this Act required to send or deliver any notice to the registrar has therein made default, and during the default commences an action in any Court in the firm-name, or for a cause of action arising out of any dealing by such firm in the firm-name, the Court shall order the firm in default to send or deliver to the proper registrar the proper notice, and may stay all proceedings in the action until the order is complied with, or allow proceedings to be continued on an undertaking to comply with the order within a time to be limited by the Court.

The power by this section given to the Court may be exercised by a Judge in chambers.

The costs of and incidental to any such order shall be paid by the firm in default.

Evidence.

20. In any proceedings for the recovery of any penalty imposed by this Act or any Regulation made thereunder, the averment in the complaint that the defendant is a firm within the meaning of this Act shall be sufficient evidence of the fact until the contrary is proved.

A certificate of registration of a firm, or a copy of or extract from any notice registered under this Act, purporting to be signed and certified by any registrar, shall in any Court or in any proceeding be *primâ facie* evidence of all the statements and matters contained therein, and of the fact and date of registration as shown thereon.

Regulations.

21. The Governor in Council may from time to time make Regulations for the more effectual execution of this Act.

Such Regulations may impose a penalty not exceeding ten pounds for any breach of the provisions thereof.

All such Regulations shall be published in the "Gazette," and shall thereupon have the same effect as if the same were enacted in this Act.

All such Regulations shall be laid before both Houses of Parliament within one month after the making thereof, if Parliament is then in session, or, if not, then within fourteen days after the commencement of the next session of Parliament.

Recovery of penalties.

22. All penalties imposed by this Act or any Regulation made thereunder may be recovered upon the complaint of a registrar in a summary way before any two justices of the peace, and when recovered shall be paid into the Consolidated Revenue.

South Australia.

An Act to Provide for the Registration of Firms.

[Assented to, December 21, 1899.]

Be it enacted by the Governor, with the advice and consent of the Parliament of South Australia, as follows:—

Short title.

1. This Act may be cited as "The Registration of Firms Act, 1899."

Commencement of Act.

2. This Act shall come into operation on the first day of January, one thousand nine hundred, which date is hereinafter referred to as the commencement of this Act.

Interpretation.

3. In this Act, unless some other meaning is clearly intended—

"Firm" shall mean any two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a company incorporated by or in pursuance of any Act of Parliament, Letters Patent, or Royal Charter:

"Firm-name" shall mean the name or style under which any business is carried on, whether in partnership or otherwise:

"Prescribed" shall mean prescribed by regulations made in pursuance of this Act:

"Registrar" shall mean the Registrar of Companies:

"Usual name" shall include a signature habitually used for business purposes.

Firms and persons to be registered.

4. From and after the commencement of this Act—

(*a*) Every firm carrying on business or having any place of business in South Australia under a firm-name which does not consist of the full or the usual names of all the partners or all the acting partners without any addition:

(*b*) Every person carrying on business or having any place of business in South Australia under any firm-name consisting of or containing any name or addition other than the full or the usual name of that person:

shall register, in the manner directed by this Act, the name under which their or his business is or is intended to be carried on.

Manner and particulars of registration.

5. Registration under this Act shall be effected by sending by post or delivering to the Registrar a statement in writing containing the following particulars:—

(*a*) The firm-name:

(*b*) The nature of the business:

(*c*) The place or places of the business:

(*d*) The full name, usual residence, and other occupation (if any) of the person or persons carrying on or intending to carry on the business:

(*e*) If the business is commenced or any new place of business is established after the commencement of this Act, the date of the commencement of the business or establishment of the place of business.

Periodical registration.

6. Registrations under this Act shall continue for the term of five years. Prior to the termination of that period and each succeeding period of five years new registrations shall be effected.

Exemptions.

7. Persons who do not publicly notify or advertise themselves as carrying on any specified business at any specified place of business in South Australia, and who merely contract to perform specified work for or supply specified materials to any particular person within any period not exceeding twelve months from the time of so contracting, shall be exempt from registration under this Act.

Particulars for registration.

8. (1) The persons carrying on or intending to carry on any business under a firm-name required to be registered as aforesaid shall write and sign or shall acknowledge a statement of the particulars required for registration, if in South Australia, in the presence of a Justice of the Peace, commissioner for taking affidavits, or solicitor, and, if elsewhere than in South Australia, in the presence of a Justice of the Peace or of a British consul or notary public, by whom respectively such signatures or acknowledgments shall be attested.

(2) The foregoing provisions of this section shall be deemed to be complied with if any partner in South Australia signs or acknowledges the said statement.

(3) If there is in South Australia no partner carrying on or intending to carry on a business carried on under a firm-name, the foregoing provisions of this section shall be deemed to be sufficiently complied with if the said statement is signed or acknowledged by any person who has previously filed in the office of the Registrar a statutory declaration that he is duly authorized by and on behalf of such persons as are described in such declaration to carry on the business the firm-name of which he desires to have registered.

Time for registration.

9. The firms and persons required to be registered as aforesaid shall register before they commence business: Provided that if such firms or persons have carried on business before the commencement of this Act, it shall be sufficient if they register within three months after that date.

Registered name always to be used.

10. The firm-name of any firm or person registered under this Act shall be used in all matters connected with or relating to the business carried on by such firm or person.

Registration of changes in firm.

11. Where a change occurs in the constitution of a registered firm, the members of the firm as re-constituted shall, within one month after such change, send by post or deliver to the Registrar a statement thereof, in the form in the schedule to this Act annexed (or in any other prescribed form).

Re-registrations on change of firm-name.

12. A registered firm changing its firm-name shall be registered as if it were a new firm, and the statement sent or delivered to the Registrar shall mention the former name of the firm as being abandoned by it, as well as the particulars required for a new registration.

Penalty for default in registration.

13. If any person by this Act required to send or deliver any statement shall make default without reasonable excuse in sending or delivering the same in manner and within the time specified by this Act, he shall, for every day during which the default continues, be liable on summary conviction to a penalty of not exceeding one pound, but not exceeding in the aggregate for all such days the sum of one hundred pounds.

Persons in default bringing action.

14. Where any firm or person by this Act required to send or deliver any statement to the Registrar has therein made default, and during the default commences any action in the firm-name, or for a cause of action arising out of any dealing by such firm or person in the firm-name, the Court shall order the firm or person in default to send or deliver to the Registrar the proper statement, and may stay all proceedings in the action until the order be complied with, or allow proceedings to be continued on an undertaking to comply with the order within a time to be limited by the Court. The power by this section given to the Court may be exercised by a Judge at chambers, or in Local Court actions by a Special Magistrate.

False returns.

15. Every one commits a misdemeanour, and shall be liable to imprisonment with hard labour for a term not exceeding two years, who makes, signs, sends, or delivers, for the purpose of registration under this Act, any false statement purporting to be made under this Act and known by him to be false.

Certificate of registration.

16. On receiving any statement made in pursuance of this Act, the Registrar shall cause the same to be filed, and he shall send by post or deliver a certificate of the registration thereof to the firm or person registering.

Register and index.

17. The Registrar shall keep, in proper books to be provided for the purpose, a register and an index of all the firms and the firm-name of persons registered, and of all the statements registered in reference thereto.

Inspection and copies.

18. (1) Any person may inspect, make extracts from, or copies of the statements filed by the Registrar.

(2) Any person may require a certificate of the registration of any firm or person, or a copy of or extract from any registered statement, to be certified by the Registrar.

Certificate, evidence.

19. A certificate of registration, or a copy of or extract from any statement registered under this Act, purporting to be signed and certified by the Registrar, shall be *primâ facie* evidence thereof, and of the fact and date of registration as shown thereon.

Regulations.

20. The Governor may make regulations for all or any of the following matters, namely:—

(*a*) Prescribing the fees to be paid to the Registrar under this Act:

(*b*) Prescribing the forms to be used:

(*c*) Prescribing the conduct and regulation of registration under this Act, and as to any matters incidental thereto.

Publication in "Gazette."

21. All regulations when made shall be published in the "Government Gazette," and shall be laid before Parliament within one month of the making thereof if Parliament be then in session; if not, then within fourteen days after the next meeting of Parliament, and shall be valid in law as if the same were enacted in this Act, unless either House of Parliament shall, by resolution passed within thirty days next after any such regulation shall be laid before it, resolve that the whole or any part thereof ought not to continue in force. In that case the whole of such regulation or such part or parts thereof as may be specified in the resolution shall, from and after the passing of such resolution, cease to be binding.

Forms.

22. For the purpose of making the statements required by this Act the forms in the Schedule hereto, or any prescribed forms to the like effect, may be used.

Recovery of penalties.

23. (1) Penalties under this Act may be recovered summarily before a Special Magistrate or two Justices of the Peace, in the manner prescribed by Act No. 6 of 1850, and the Act or Acts amending the same, or any other Act that may be law in that behalf.

(2) There shall be an appeal to the Local Court of Adelaide of Full Jurisdiction from any conviction or order dismissing any information for an offence against this Act.

SCHEDULE.

FORMS OF STATEMENT.

"THE REGISTRATION OF FIRMS ACT, 1899."

(A) *Original Registration of a Firm.*

The firm-name is
The business of the firm is
It is intended to carry on the business at

NAMES OF PERSONS CARRYING ON (*or* INTENDING TO CARRY ON) THE BUSINESS.

Full Name [*to be written or acknowledged by each person himself*].	Usual Residence.	Other Occupation, Description, and Addition (if any).

Date of intended commencement of business, or establishment of new place of business, if after the commencement of the Act

Signed and declared at on
the day of
before me

[*Here set out Justice of the Peace, Commissioner for taking Affidavits, Solicitor, &c., as the case may be.*]

"THE REGISTRATION OF FIRMS ACT, 1899."

(B) *Notice of Change in Constitution of Registered Firm.*

Registered firm-name

We, the undersigned [*the members of the firm as re-constituted*] hereby give notice that on the day of , the following change took place in the constitution of the firm registered by the name of , that is to say

*A.B. retired from the firm.
*C.D. became a member of the firm.

† DESCRIPTION OF A NEW MEMBER.

Full Name.	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared at on
the day of
before me

[*Here set out Justice of the Peace, Commissioner for taking Affidavits, Solicitor, &c., as the case may be.*]

* As the case may be. † As upon an original registration.

"THE REGISTRATION OF FIRMS ACT, 1899."

(C) *Notice of Change of Registered Firm-name.*

Registered firm-name (in addition to Form A)

The persons now registering are the persons who heretofore carried on business under the registered firm-name of , which is abandoned as from the date of this notice.

REGULATIONS.

"THE REGISTRATION OF FIRMS ACT, 1899."

South Australia, to wit. } Proclamation by His Excellency the Governor.

(L.S.) TENNYSON.

BY virtue of the provisions of "The Registration of Firms Act, 1899," I, the Governor, with the advice and consent of the Executive Council, do prescribe—

1. The following fees to be paid to the Registrar under the said Act, namely:—

	s.	d.
On filing any document	2	6
For every certificate of registration	5	0
For every search	1	0
For a certified copy of any document not exceeding five folios	2	6
Or if exceeding five folios, per folio	0	6

2. That all statements filed with the Registrar shall be upon one side only of stout paper of foolscap size.

Given under my hand and the public seal of South Australia, at Adelaide, this sixteenth day of January, one thousand nine hundred.

By command,
J. G. JENKINS, Chief Secretary.

A.G., 15/1900.

GOD SAVE THE QUEEN!

TASMANIA.

AN ACT TO PROVIDE FOR THE REGISTRATION OF FIRMS.

[December 22, 1899.]

BE it enacted by His Excellency the Governor of Tasmania, by and with the advice and consent of the Legislative Council and House of Assembly, in Parliament assembled, as follows:—

Short title.

1. This Act may be cited as "The Registration of Firms Act, 1899."

Commencement of Act.

2. This Act shall come into operation on the First day of July, One thousand nine hundred, which date is hereinafter referred to as the commencement of this Act.

Interpretation.

3. In this Act, unless some other meaning is clearly intended—
"Business" includes trade and profession:
"Firm" shall mean any Two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a company incorporated by or in pursuance of any Act of Parliament, Letters Patent, or Royal Charter:
"Firm-name" shall mean the name or style under which any business is carried on, whether in partnership or otherwise:
"Prescribed" shall mean prescribed by Regulations made in pursuance of this Act:
"Registrar" shall mean the Registrar of the Supreme Court:
"Usual name" shall include a signature habitually used for business purposes.

Firms and persons to be registered.

4. From and after the commencement of this Act—
i. Every firm carrying on business or having any place of business in Tasmania under a firm-name which does not consist of the full or the usual names of all the partners or all the acting partners without any addition:
ii. Every person carrying on business or having any place of business in Tasmania under any firm-name consisting of or containing any name or addition other than the full or the usual name of that person:
iii. Every person carrying on business or having any place of business in Tasmania under any surname only and for the purposes of this Act, such surname so used shall be deemed a firm-name:

shall register, in the manner directed by this Act, the name under which their or his business is or is intended to be carried on.

Manner and particulars of registration.

5. Registration under this Act shall be effected by sending by post or delivering to the Registrar a statement in writing containing the following particulars:—
i. The firm-name:
ii. The nature of business:
iii. The place or places of the business:
iv. The full name, usual residence, and other occupation (if any) of the person or persons carrying on or intending to carry on the business:
v. If the business is commenced or any new place of business is established after the commencement of this Act, the date of the commencement of the business or establishment of the place of business.

Exemptions.

6. Persons who do not publicly notify or advertise themselves as carrying on any specified business at any specified place of business in Tasmania, and who merely contract to perform specified work for or supply specified materials to any particular person within any period not exceeding Twelve months from the time of so contracting, shall be exempt from registration under this Act.

Particulars for registration.

7.—(1.) The persons carrying on or intending to carry on any business under a firm-name required to be registered as aforesaid shall sign or shall acknowledge a statement of the particulars required for registration, if in Tasmania, in the presence of a Justice of the Peace, or Commissioner for taking affidavits, or a solicitor, bank manager, postmaster, or postmistress, and, if elsewhere than in Tasmania, in the presence of a British consul or notary public, by whom respectively such signatures or acknowledgments shall be attested.

(2.) The foregoing provisions of this Section shall be deemed to be complied with if any partner in Tasmania signs or acknowledges the said statement.

(3.) If there is in Tasmania no partner carrying on or intending to carry on a business carried on under a firm-name, the foregoing provisions of this Section shall be deemed to be sufficiently complied with if the said statement is signed or acknowledged by any person who has previously filed in the office of the Registrar a statutory declaration that he is duly authorized by and on behalf of such persons as are described in such declaration to carry on the business the firm-name of which he desires to have registered.

Time for registration.

8. The firms and persons required to be registered as aforesaid shall register before they commence business: Provided that if such firms or persons have carried on business in Tasmania before the commencement of this Act, it shall be sufficient if they register within Three months after that date: Provided that no firm or person shall be registered under this Act by a firm-name identical to the firm-name of any other firm or person registered under this Act if such registration is likely to cause such persons or firms to be mistaken the one for the other, and the Registrar shall decide any question arising under this Section.

9. The firm-name of any firm or person registered under this Act shall be used in all matters connected with or relating to the business carried on by such firm or person. Registered name always to be used.

10. Where a change occurs in the constitution of a registered firm, the members of the firm as re-constituted shall, within One month after such change, send by post or deliver a statement thereof to the Registrar. Registration of changes in firm.

11. A registered firm changing its firm-name shall be registered as if it were a new firm, and the statement sent or delivered to the Registrar shall mention the former name of the firm as being abandoned by it, as well as the particulars required for a new registration. Re-registrations on change of firm-name.

12. If any person by this Act required to send or deliver any statement shall make default without reasonable excuse in sending or delivering the same in manner and within the time specified by this Act, he shall, for every day during which the default continues, be liable on conviction to a penalty of not exceeding One Pound. Penalty for default in registration.

13. Where any firm or person by this Act required to send or deliver any statement to the Registrar has therein made default, and during the default commences any action in the firm-name, or for a cause of action arising out of any dealing by such firm or person in the firm-name, the Court shall order the firm or person in default to send or deliver to the Registrar the proper statement, and may stay all proceedings in the action until the order be complied with, or allow proceedings to be continued on an undertaking to comply with the order within a time to be limited by the Court. The power by this Section given to the Court may be exercised in any Supreme Court action by a Judge, or in any action under "The Local Courts Act, 1896," by a Judge, or by a Commissioner appointed under that Act, or by the Chairman of any Court of General Sessions of the Peace appointed a Court for the purposes of that Act; and the costs of and incidental to any such order shall be paid by the firm or person in default as aforesaid. Persons in default bringing action.

14. Every one commits a misdemeanour, and shall be liable to imprisonment with hard labour for a term not exceeding Two years, who makes, signs, acknowledges, sends, or delivers, for the purpose of registration under this Act, any false statement purporting to be made under this Act and known by him to be false. False returns.

15. On receiving any statement made in pursuance of this Act, the Registrar shall cause the same to be filed, and he shall send by post or deliver a certificate of the registration thereof to the firm or person registering. Certificate of registration.

16. The Registrar shall keep, in proper books to be provided for the purpose, a register and an index of all the firms and the firm-name of persons registered, and of all the statements registered in reference thereto. Register and index.

17.—(1.) Any person may inspect, make extracts from, or copies of the statements filed by the Registrar. Inspection and copies.

(2) Any person may require a certificate of the registration of any firm or person, or a copy of or extract from any registered statement, to be certified by the Registrar.

18. A certificate of registration, or a copy of or extract from any statement registered under this Act, purporting to be signed and certified by the Registrar, shall be *prima facie* evidence thereof, and of the fact and date of registration as shown thereon. Certificate evidence.

19. The Governor in Council may make Regulations for all or any of the following matters, namely:— Regulations.

i. Prescribing the fees to be paid to the Registrar under this Act, and the mode of payment thereof: Provided that for the registration of any one statement the fee shall not exceed the sum of Five Shillings:

ii. Prescribing the forms to be used:

iii. Prescribing the conduct and regulation of registration under this Act, and as to any matters incidental thereto.

20.—(1.) All Regulations when made shall be published in the "Hobart Gazette," and shall be valid in law as if the same were enacted in this Act. Publication in Gazette.

(2.) All Regulations shall be laid before Parliament within One month after the making thereof, if Parliament be then in Session, or, if not, then within Fourteen days after the commencement of the next Session of Parliament.

21. For the purpose of making the statements required by this Act, the forms in the Schedule hereto, or any prescribed forms to the like effect, may be used. Forms.

22. All penalties imposed by this Act may be recovered in a summary manner before any Two Justices of the Peace, in the mode prescribed by "The Magistrates Summary Procedure Act." Any person who deems himself aggrieved by any penalty imposed under the authority of this Act may appeal against the same in the manner provided by "The Appeals Regulation Act." Recovery of penalties. 19 Vict. No. 8. Appeal. 19 Vict. No. 10.

SCHEDULE.

FORMS OF STATEMENT.

"THE REGISTRATION OF FIRMS ACT, 1899."

(1.) *Original Registration of a Firm.*

The firm-name is
The business of the firm is
It is intended to carry on the business at

Names of Persons carrying on (*or* intending to carry on) the Business.

Full Name [to be written or acknowledged by each person himself].	Usual Residence.	Other Occupation, Description, and Addition (if any).

Date of intended commencement of business, or establishment of new place of business, if after the commencement of the Act.

Signed and declared at the day of 19 on by the said A.B., before me } Signatures of persons carrying on the business.

[*Here set out Justice of the Peace, &c., as the case may be.*]

"THE REGISTRATION OF FIRMS ACT, 1899."

(2.) *Notice of Change in Constitution of Registered Firm.*

Registered firm-name.

We, the undersigned [*the members of the firm as reconstituted*] hereby give notice that on the day of the following change took place in the constitution of the firm registered by the name of that is to say

*A.B. retired from the firm.
*C.D. became a member of the firm.

* As the case may be..

†Description of a New Member.

Full Name.	Usual Residence.	Other Occupation, Description, and Addition (if any).

† As upon an original registration.

Signed and declared at the day of 19 on by the said A.B., before me } Signatures of Members of Firm.

[*Here set out Justice of the Peace, &c., as the case may be.*]

"THE REGISTRATION OF FIRMS ACT, 1899."

(3.) *Notice of Change of Registered Firm-name.*

Registered firm-name (in addition to Form (1.)).

The persons now registering are the persons who heretofore carried on business under the registered firm-name of which is abandoned as from the date of this notice.

Regulations.

"The Registration of Firms Act, 1899."

(63 Vict., No. 34.)

1. The forms to be used for the purpose of carrying into effect the several provisions of "The Registration of Firms Act, 1899," shall be those contained in the First Schedule hereto.

2. The fees set out in the Second Schedule hereto are hereby prescribed as the fees payable to the Registrar in respect of the several matters therein contained.

First Schedule.

"The Registration of Firms Act, 1899."

(63 Vict., No. 34, Section 5.)

Form A.

Original Registration of a Firm now carrying on Business.

The firm-name is
The business of the firm is
The business is carried on at*

Names, &c., of Persons carrying on the Business.

Full Name of each Partner [to be written or acknowledged by each person himself].	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared by the said
on the
day of 19
Before me†

* Give address in full.

† If within the Colony of Tasmania, in the presence of a Justice of the Peace, a Commissioner for taking Affidavits, or a Solicitor, Bank Manager, Postmaster or Postmistress. If elsewhere than in Tasmania, in the presence of a British Consul or Notary Public.

Note.—One partner signing and acknowledging the above will be sufficient. (See Sec. 7, Sub-sec. 2.)

"The Registration of Firms Act, 1899."

(63 Vict., No. 34, Section 8.)

Form B.

For Registering a New Firm about to commence Business.

The firm-name is
The business of the firm is
It is intended to carry on the business at*
Date of intended commencement of business or establishment of new place of business

Names of Persons intending to carry on the Business.

Full Name of each Partner [to be written or acknowledged by each person himself].	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared by the said
on the
day of 19
Before me†

* Give address in full.

† If within the Colony of Tasmania, in the presence of a Justice of the Peace, Postmaster or Postmistress, or a Commissioner for taking Affidavits, or a Solicitor, or Bank Manager. If elsewhere than in Tasmania, in the presence of a British Consul or Notary Public.

Note.—The signing or acknowledgment by any one partner will be sufficient. (See Sec. 7, Sub-sec 2.)

"THE REGISTRATION OF FIRMS ACT, 1899."
(63 Vict., No. 34, Section 10.)

FORM C.

Notice of Change in Constitution of Registered Firm.

We, the undersigned members of the firm of
hereby give notice that on the day of 19 , the following change took place in the constitution of the firm registered by the name of , that is to say, retired from the firm, and described below became a member of the firm.

Description of New Member.

Full Name of New Partner [to be written or acknowledged by each person himself].	Usual Residence.	Other Occupation, Description, and Addition (if any),

* Signed and declared by the said
on the
day of 19
Before me*

* If within the Colony of Tasmania, in the presence of a Justice of the Peace, Postmaster or Postmistress, or a Commissioner for taking Affidavits, or a Solicitor, or Bank Manager. If elsewhere than in Tasmania, in the presence of a British Consul or Notary Public.

NOTE.—To be signed by members of the Firm as reconstituted.

"THE REGISTRATION OF FIRMS ACT, 1899."
(63 Vict., No. 34, Section 11.)

FORM D.

Notice of Change of Registered Firm-name.

The firm-name is
The business of the firm is
The business is carried on at*

Names, &c., of Persons carrying on the business.

Full Name of each Partner [to be written or acknowledged by each person himself].	Usual Residence.	Other Occupation, Description, and Addition (if any).

The persons now registering are the persons heretofore carried on business under the registered firm name of which is abandoned as from the date of this notice.

Signed and declared by the said
at on the
day of 19
Before me†

* Give address in full.

† If within the Colony of Tasmania, in the presence of a Justice of the Peace, Postmaster or Postmistress, or a Commissioner for taking Affidavits, or a Solicitor, or Bank Manager. If elsewhere than in Tasmania, in the presence of a British Consul or Notary Public.

NOTE.—One partner signing and acknowledging the above will be sufficient. (See Sec. 7, Sub-sec. 2.)

FORM E.

IN THE MATTER OF "THE REGISTRATION OF FIRMS ACT, 1899."

I, of , in the Colony of do solemnly and sincerely declare that I am duly authorised by and on behalf of of , who carries on business at as to carry on the said business under the firm-name of , which I desire to have registered under the provisions of "The Registration of Firms Act, 1899."

And I make this solemn declaration conscientiously believing the same to be true, &c., &c.

Declared at , in the Colony of , the day of A.D., 19 .

Before me

NOTE.—To be declared before a Justice of the Peace or Commissioner for Affidavits.

FORM F.

"THE REGISTRATION OF FIRMS ACT, 1899."

(63 Vict., No. 34.)

I hereby certify that the statement made pursuant to the provisions of the above-mentioned Act in connection with the firm of , carrying on business at , was on the day of , 19 , duly registered (No.).

Given under my hand this day of , one thousand nine hundred.

Registrar.

SECOND SCHEDULE.

Schedule of Fees payable to the Registrar under "The Registration of Firms Act, 1899":—

	s.	d.
For filing any statutory declaration	1	0
,, registration of every firm, including certificate of registration ...	5	0
,, notice of change in constitution of registered firm	2	6
,, every inspection of statements filed	1	0
,, every inquiry referring to any statement registered	1	0
,, every office copy or extract of statements filed, per folio of 72 words	0	6

VICTORIA.

AN ACT TO PROVIDE FOR THE REGISTRATION OF FIRMS.

[September 1, 1892.]

BE it enacted by the Queen's Most Excellent Majesty by and with the advice and consent of the Legislative Council and the Legislative Assembly of Victoria in this present Parliament assembled and by the authority of the same as follows (that is to say):—

1. This Act may be cited as the "Registration of Firms Act, 1892." Short title.

2. This Act shall come into operation on the first day of January One thousand eight hundred and ninety-three. Commencement of Act.

3. In this Act, unless the context otherwise requires— Interpretation.

"Business" includes trade and profession:

"Firm" means any two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a company registered or incorporated under by or in pursuance of any Act of Parliament Letters Patent or Royal Charter:

"Firm-name" means the name or style under which any business is carried on whether in partnership or otherwise:

"Prescribed" means prescribed by regulations made in pursuance of this Act:

"Usual name" includes a signature habitually used for business purposes.

4. From and after the commencement of this Act— Firms and persons to be registered.

(*a*) Every firm carrying on business or having any place of business in Victoria under a firm-name which does not consist of the full or the usual names of all the partners without any addition; and

(*b*) Every person carrying on business or having any place of business in Victoria under any firm-name consisting of or containing any name or addition other than the full or the usual name of that person—

shall register in the manner directed by this Act the name under which their or his business is or is intended to be carried on.

5. Notwithstanding anything contained in this Act it shall not be necessary that registration under this Act be effected in the case of persons who do not publicly notify or advertise themselves as carrying on any specified business at any specified place of business in Victoria and who merely contract to perform specified work for or supply specified materials to any particular person within any period not exceeding twelve months from the time of so contracting. Registration unnecessary in case of temporary contractors.

6. Registration under this Act shall be effected by sending by post or delivering to the Registrar-General a statement in writing containing the following particulars:— Manner and particulars of registration.

(*a*) The firm-name:

(*b*) The nature of the business:

(*c*) The place or places of the business:

(*d*) The full name usual residence and other occupation (if any) of the person or persons carrying on or intending to carry on the business:

(*e*) If the business is commenced or any new place of business is established after the commencement of this Act the date of the commencement of the business or establishment of the place of business.

Particulars to be written by persons registering, and to be attested.

7. (1) The persons carrying on or intending to carry on any business under a firm-name required to be registered as aforesaid shall sign or acknowledge a statement of the particulars required for registration if in Victoria in the presence of a justice of the peace or a commissioner for taking declarations and affidavits or a commissioner for taking affidavits or a barrister and solicitor, and if elsewhere than in Victoria in the presence of a British Consul or notary public by whom respectively such signatures or acknowledgments shall be attested.

(2) The foregoing provisions of this section shall be deemed to be complied with if any partner in Victoria signs or acknowledges the said statement.

(3) If there is in Victoria no partner carrying on or intending to carry on a business carried on under a firm-name the foregoing provisions of this section shall be deemed to be sufficiently complied with if the said statement is signed or acknowledged by any person who has previously filed in the office of the Registrar-General a statutory declaration that he is duly authorized by and on behalf of such persons as are described in such declaration to carry on the business the firm-name of which he desires to have registered.

(4) A fee of five shillings shall be paid to the Registrar-General on filing any such statutory declaration.

Time for registration.

8. (1) The firms and persons required to be registered as provided in this Act shall register accordingly before they commence business.

(2) Firms or persons who have carried on business in Victoria before the commencement of this Act shall be deemed to have sufficiently complied with this Act if they register within three months after such commencement.

Registered name always to be used.

9. The firm-name of any firm or person registered under this Act shall be used in all matters connected with or relating to the business carried on by such firm or person.

Registration of changes in firm.

Schedule.

10. Where a change occurs in the constitution of a registered firm the members of the firm as reconstituted shall within one month after such change send by post or deliver to the Registrar-General a statement thereof in the form in the Schedule to this Act or in any other prescribed form.

Re-registration on change of firm-name.

11. A registered firm changing its firm-name shall be registered as if it were a new firm, and the statement sent or delivered to the Registrar-General shall mention the former name of the firm as being abandoned by it as well as the particulars required for a new registration.

Penalty for default in registration.

12. If any person by this Act required to send or deliver any statement shall make default without reasonable excuse in sending or delivering the same in the manner and within the time specified by this Act, he shall on conviction be liable to a penalty not exceeding five pounds for the first offence and for every subsequent conviction to a penalty not exceeding ten pounds.

Persons in default bringing action shall be ordered by court to register.

13. (1) Where any firm or person by this Act required to send or deliver any statement to the Registrar-General has therein made default and during the default commences an action in any court in the firm-name or for a cause of action arising out of any dealing by such firm or person in the firm-name, such court shall order the firm or person in default to send or deliver to the Registrar-General the proper statement and may stay all proceedings in the action until the order be complied with or allow proceedings to be continued on an undertaking to comply with the order within a time to be limited by the court.

(2) The power by this section given to the court may be exercised by a judge in chambers.

Making false returns under this Act to be misdemeanour.

14. Every person who wilfully makes signs acknowledges or sends or delivers to the Registrar-General any false statement purporting to be made under this Act shall be guilty of a misdemeanour, and shall on conviction be liable to imprisonment for a term not exceeding two years.

Registrar to file statement and issue certificate of registration.

15. On receiving any statement made in pursuance of this Act the Registrar-General shall cause the same to be filed, and he shall send by post or deliver a certificate of the registration thereof to the firm or person registering.

Register and index to be kept.

16. The Registrar-General shall keep in proper books to be provided for the purpose a register and an index of all the firms and the firm-name of persons registered and of all the statements registered in reference thereto.

Inspection of statements registered.

17. (1) Any person may inspect make a copy of or extracts from the statements filed by the Registrar-General, and there shall be paid for every such inspection a fee of one shilling.

(2) Any person may require a certificate of the registration of any firm or person or a copy of or extract from any registered statement to be certified by the Registrar-General, and there shall be paid for every such certificate of registration a fee of five shillings and for each folio of seventy-two words a fee of sixpence or such other fees as may be prescribed by the Governor in Council.

(3) A certificate of registration or a copy of or extract from any statement registered under this Act purporting to be signed and certified by the Registrar-General shall in all courts and before all arbitrators be admitted as *primâ facie* evidence thereof and of the fact and date of registration as shown thereon.

Registrar-General &c. to send reply to enquiries.

18. On receiving stamps or otherwise in payment of such fees as may be prescribed, the Registrar-General shall send by post a reply to any inquiry made of him by letter in reference to any registration effected under the provisions of this Act.

Power for Governor in Council to make regulations.

19. The Governor in Council may make regulations as to all or any of the following matters:—

(*a*) Prescribing the fees to be paid to the Registrar-General under this Act. Provided that for the registration of any one statement the fee shall not exceed the sum of five shillings:

(*b*) Prescribing the forms to be used and the mode of payment of fees under this Act:

(*c*) Prescribing the duties or additional duties to be performed by the Registrar-General for the purposes of this Act: and

(*d*) Prescribing generally the conduct and regulation of registration under this Act and as to any matters incidental thereto.

Regulations to be laid before Parliament.

20. (1) All regulations when made by the Governor in Council and published in the "Government Gazette" shall be valid in law as if the same were enacted in this Act.

(2) All regulations shall within one month after the making thereof be laid before both Houses of Parliament if Parliament be then in session, or if not then within fourteen days after the commencement of the next session of Parliament.

Forms.

21. For the purpose of making the statements required by this Act the forms in the Schedule to this Act or any prescribed forms to the like effect may be used, and if used shall be sufficient.

SCHEDULE.

FORMS OF STATEMENT.

REGISTRATION OF FIRMS ACT, 1892.

A.—*Original Registration of a Firm.*

The firm-name is
The business of the firm is
It is intended to carry on the business at

Names of persons carrying on [*or* intending to carry on] the business.

Full Name (to be written or acknowledged by each person himself).	Usual residence.	Other occupation, description, and addition (if any).

Date of intended commencement of business or establishment of new place of business, if after the commencement of the Act—

Signed and declared
at
on the day of 189
Before me
*A justice of the peace for *or*
*Commissioner for taking declarations and affidavits *or*
*Commissioner for taking affidavits *or*
*Barrister and solicitor *or*
*British consul at *or*
*Notary public of

REGISTRATION OF FIRMS ACT, 1892.

B.—*Notice of Change in Constitution of Registered Firm.*

We the undersigned [*the members of the firm as re-constituted*] hereby give notice that on the day of 189 , the following change took place in the constitution of the firm registered by the name of & Co., that is to say:—

*A.B. retired from the firm.
*C.D. became a member of the firm.

DESCRIPTION OF A NEW MEMBER.†

Full Name.	Usual residence.	Other occupation, description, and additions (if any).

Signed and declared, &c.

* As the case may be.

† As upon an original registration.

REGISTRATION OF FIRMS ACT, 1892.

C.—*Notice of Change of Registered Firm-name.*

(In addition to Form A.)

The persons now registering are the persons who heretofore carried on business under the registered firm-name of & Co., which is abandoned as from the date of this notice.

REGULATIONS.

1. The forms to be used under the Registration of Firms Act, 1892, shall be those set out in the First Schedule hereto.

2. Whenever any statement in the Form "A" in the Schedule relating to the registration of a firm or person who has carried on business under the firm-name prior to the first day of January, 1893, or in the Form "B" in the Schedule relating to the registration of a firm or person about to commence business, or in the Form "D" in the Schedule relating to a change in the name of a registered firm, is received by the Registrar-General, the proper officer shall immediately indorse on the back thereof a number, and every such statement shall be numbered successively according to the order of time in which the same is received, and shall immediately be entered according to such number in the register book.

3. The fees set out in the Second Schedule hereto are hereby prescribed as those to be paid to the Registrar-General under the Registration of Firms Act, 1892, for the several matters in the Schedule referred to.

4. All fees shall be paid either in cash, or by post-office order, or postal note, and all such payments shall be made prior to or at the time of the statement being lodged in the case of a statement, or in other cases of the giving or doing of the matter in respect of which the fee is payable.

FIRST SCHEDULE.

REGISTRATION OF FIRMS ACT, 1892.—FORM A.

Original Registration of a Firm now Carrying on Business.

The firm-name is—

The business of the firm is—

The business is carried on at—[*Give address in full*].

Names, &c., of persons carrying on the business.

Full Name of each Partner.	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared by the said
on the day of 189
Before me*—

*If within the Colony of Victoria, in the presence of a justice of the peace, or a commissioner for taking declarations and affidavits, or a commissioner for taking affidavits, or a barrister or solicitor. If elsewhere than in Victoria, in the presence of a British consul or notary public.

NOTE.—One partner signing and acknowledging the above will be sufficient.—(*See* sec. 7, sub-sec. 27.)

REGISTRATION OF FIRMS ACT, 1892.—FORM B.

For Registering a New Firm about to Commence Business.

The firm-name is—
The business of the firm is—
It is intended to carry on the business at—[*Give address in full*].
Date of intended commencement of business or establishment of new place of business—

Names of persons intending to carry on the business.

Full Name of each Partner.	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared by the said
on the day of 189
Before me*—

*If within the Colony of Victoria, in the presence of a justice of the peace, or a commissioner for taking declarations and affidavits, or a commissioner for taking affidavits, or a barrister or solicitor. If elsewhere than in Victoria, in the presence of a British consul or notary public.

NOTE.—The signing or acknowledgment by any one partner will be sufficient.—(Sec. 7, sub-sec 2.)

REGISTRATION OF FIRMS ACT, 1892.—FORM C.

Notice of Change of Registered Firm-Name.

The firm-name is—
The business of the firm is—
The business is carried on at—[*Give address in full*].

Names, &c., of persons carrying on business.

Full Name of each Partner.	Usual Residence.	Other Occupation, Description, and Addition (if any).

The persons now registering are the persons who heretofore carried on business under the registered firm-name of which is abandoned as from the date of this notice.

Signed and declared by the said

at
on the day of 189
Before me*—

*If within the Colony of Victoria, in the presence of a justice of the peace, or a commissioner for taking declarations and affidavits, or a commissioner for taking affidavits, or a barrister or solicitor. If elsewhere than in Victoria, in the presence of a British consul or notary public.

NOTE.—One partner signing and acknowledging the above will be sufficient.—(*See* Sec. 7, sub-sec. 2.)

REGISTRATION OF FIRMS ACT, 1892.—FORM D.

Notice of Change in Constitution of Registered Firm.

We the undersigned members of the firm of hereby give notice that on the day of 189 the following change took place in the constitution of the firm registered by the name of that is to say retired from the firm and described below became a member of the firm.

Description of new member.

Full Name of new Partner.	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared by the said
at on the
day of 189
Before me*—

*If within the Colony of Victoria, in the presence of a justice of the peace, or a commissioner for taking affidavits and declarations, or a commissioner for taking affidavits, or a barrister or solicitor. If elsewhere than in Victoria, in the presence of a British consul or notary public.

NOTE.—One partner signing and acknowledging the above will be sufficient.—(*See* Sec. 7, sub-sec. 2.)

REGISTRATION OF FIRMS ACT, 1892.—56 VICTORIA, No. 1256, SEC. 15.—FORM E.

I hereby certify that the statement made pursuant to the provisions of the above-mentioned Act in connexion with the firm of carrying on business at was on the day of 189 duly registered (No.).

Given under my hand this day of One thousand eight hundred and ninety-

Registrar-General.

SECOND SCHEDULE.

Schedule of Fees Payable in the Registrar-General's Office under the Registration of Firms Act, 1892.

	s.	*d.*
For filing any statutory declaration	5	0
„ registration of firm at present carrying on business	5	0
„ registration of firm about to carry on business	5	0
„ registration of change of name or constitution of registered firm ...	5	0
„ registration of firm changing its firm-name	5	0
„ every certificate of registration (under sec. 17, sub-sec. 2)	5	0
„ every inspection of statements filed	1	0
„ every inquiry referring to any statement registered	1	0
„ every office copy or extract of statements filed, per folio of 72 words ...	0	6
„ any other document required to be filed under this Act	5	0

WESTERN AUSTRALIA.

AN ACT TO PROVIDE FOR THE REGISTRATION OF FIRMS.

[Assented to, December 23, 1897.]

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Western Australia, in this present Parliament assembled, and by the authority of the same, as follows:—

Short title. 1. This Act may be cited as the Registration of Firms Act, 1897.

Commencement of Act. 2. This Act shall come into operation on the first day of March, One thousand eight hundred and ninety-eight.

Interpretation. 3. In this Act, unless the context otherwise requires,—

"Business" includes trade and profession;

"Firm" means any two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a company registered or incorporated within the British Dominions under, by, or in pursuance of any Act of Parliament, Letters Patent, or Royal Charter;

"Firm-name" means the name or style under which any business is carried on, whether in partnership or otherwise;

"Prescribed" means prescribed by regulations made in pursuance of this Act;

"Usual name" includes a signature habitually used for business purposes.

Firm and persons to be registered.

4. From and after the commencement of this Act—

(*a*) Every firm carrying on business or having any place of business in Western Australia under a firm-name which does not consist of the full or usual names of all the partners without any addition; and

(*b*) Every person carrying on business or having any place of business in Western Australia under any firm-name consisting of or containing any name or addition other than the full or the usual name of that person;

shall register, in the manner directed by this Act, the name under which their or his business is or is intended to be carried on.

Manner and particulars of registration.

5. Registration under this Act shall be effected by filing with the Registrar of Companies a statement in writing containing the following particulars:—

(*a*) The firm-name.

(*b*) The nature of the business.

(*c*) The place or places of the business.

(*d*) The full name, usual residence, and other occupation (if any) of the person or persons carrying on or intending to carry on the business.

Particulars to be written by persons registering, and to be attested.

6. (1) Such statement shall be signed or acknowledged, if in Western Australia, in the presence of a Justice of the Peace, or a Commissioner of the Supreme Court for taking affidavits, or a solicitor, police officer, postmaster or postmistress, and if elsewhere than in Western Australia, in the presence of a British Consul, or Notary public, or the Agent-General of the Colony or his Secretary, by whom, respectively, such signatures or acknowledgments shall be attested.

(2) The foregoing provisions of this section shall be deemed to be complied with if any partner in Western Australia signs or acknowledges the said statement.

(3) The foregoing provisions of this section shall be deemed to be sufficiently complied with if the said statement be signed or acknowledged by any person who has previously filed, in the office of the Registrar of Companies, a statutory declaration that he is duly authorized by and on behalf of such persons as are described in such declaration to carry on the business the firm-name of which he desires to have registered.

(4) A fee of five shillings shall be paid to the Registrar of Companies on filing any such statutory declaration.

Time for Registration.

7. (1) Firms and persons who at the commencement of this Act are carrying on business in Western Australia shall comply with the provisions of this Act within three months after such commencement.

(2) Other firms and persons required to be registered, as provided by this Act, shall register accordingly before they commence business.

Registered name always to be used.

8. The firm-name of any firm or person registered under this Act shall be used in all matters connected with or relating to the business carried on by such firm or person.

Registration on change of firm-name. Schedule.

9. When a change occurs in the constitution of a registered firm, the members of the firm, as reconstituted, shall, within one month after such change, file with the Registrar of Companies a statement thereof in the form in the Schedule to this Act, or in any other prescribed form.

Registration on change of firm-name.

10. A registered firm changing its firm-name shall be registered as if it were a new firm, and the statement sent or delivered to the Registrar of Companies shall mention the former name of the firm as being abandoned by it as well as the particulars required for a new registration.

Penalty for default in registration.

11. Any person who shall fail to comply with any of the provisions of this Act shall, on conviction, be liable to a penalty not exceeding five pounds for the first offence, and for every subsequent conviction to a penalty not exceeding one hundred pounds.

Persons in default bringing action shall be ordered by Court to register.

12. (1) When any firm or person shall fail to comply with the provisions of this Act, and during the default brings, institutes, or commences an action, suit, or proceeding in any Court in the firm-name, or otherwise, for a cause of action arising out of any dealing by or with such firm, or person in the firm-name, such Court may stay all proceedings in the action until such provisions be duly complied with by such firm or person.

(2) The power by this section given to the Court may be exercised by a Judge in chambers.

Making false returns under this Act to be misdemeanour.

13. Every person who wilfully makes, signs, acknowledges, or sends, or delivers to, or files with the Registrar of Companies any false statement purporting to be made under this Act shall be guilty of a misdemeanour, and shall, on conviction, be liable to imprisonment for a term not exceeding two years.

Registrar to file statement and issue certificate of registration.

14. On receiving any statement made in pursuance of this Act, the Registrar of Companies shall cause the same to be filed, and he shall send by post, or deliver a certificate of the registration thereof to the firm or person registering.

Register and index to be kept.

15. The Registrar of Companies shall keep, in proper books to be provided for the purpose, a register, and an index of all the firms and the firm-name of persons registered, and of all the statements registered in reference thereto.

Inspection of statements registered.

16. (1) Any person may inspect, make a copy of or extracts from the statements filed by the Registrar of Companies, and there shall be paid, for every such inspection, a fee of one shilling.

(2) Any person may require from the Registrar of Companies a certified copy of the certificate of registration of any firm or person or of the whole or any portion of any registered statement to be certified by the Registrar of Companies, and there shall be paid for every such certificate of registration a fee of five shillings, and for each folio of seventy-two words a fee of sixpence, or such other fees as may be prescribed by the Governor.

(3) A certificate of registration or a copy of or extract from any statement registered under this Act purporting to be signed and certified by the Registrar of Companies shall, in all courts and before all arbitrators, be admitted as *primâ facie* evidence thereof, and of the fact and date of registration as shown thereon.

Power for Governor to make regulations.

17. The Governor may make, repeal, or alter regulations as to all or any of the following matters:—

(*a*) Prescribing the fees to be paid to the Registrar of Companies under this Act. Provided that for the registration of any one statement the fee shall not exceed the sum of five shillings.

(*b*) Prescribing the forms to be used and the mode of payment of fees under this Act.

(*c*) Prescribing the duties or additional duties to be performed by the Registrar of Companies for the purposes of this Act; and, prescribing generally the conduct and regulation of registration under this Act, and as to any matters incidental thereto.

Regulations to be laid before Parliament.

18. All regulations when made by the Governor shall be published in the "Government Gazette," and shall, within one month after the making thereof, be laid before both Houses of Parliament, if Parliament be then in Session, or, if not, then within fourteen days after the commencement of the next Session of Parliament; and all such regulations, not inconsistent with this Act, when so published shall have the force of law, and shall continue in force, unless repealed or altered as aforesaid, or disallowed by both Houses of Parliament.

Forms.

19. For the purpose of making the statements required by this Act the forms in the Schedule to this Act or any prescribed forms to the like effect may be used, and if used shall be sufficient.

SCHEDULE.

FORM OF STATEMENT.

REGISTRATION OF FIRMS ACT, 1897.

A.—*Original Registration of a Firm.*

The firm-name is
The business of firm is
It is intended to carry on the business at
Names of persons carrying on [*or* intending to carry on the business.]

Full Name (to be written or acknowledged by each Person himself).	Usual Residence.	Other Occupation, Description, and Addition (if any).

Date of intended commencement of business, or establishment of a new place of business, if after the commencement of the Act.

Signed and declared at
on the day of 189 .

Before me a Justice of the Peace for , [*or as the case may be,*] Commissioner of the Supreme Court for taking Affidavits, *or* Solicitor, *or* British Consul at , *or* Notary Public of *or* the Agent-General, *or* his Secretary.

REGISTRATION OF FIRMS ACT, 1897.

B.—*Notice of Change in Constitution of Registered Firm.*

We, the undersigned [*the members of the firm as reconstituted*]* hereby give notice that on the day of 189 , the following change took place in the constitution of the firm registered by the name of & Co., that is to say,—

†A.B. retired from the firm.

†C.D. became a member of the firm.

‡ DESCRIPTION OF A NEW MEMBER.

Full Name.	Usual Residence.	Other Occupation, Description, and Addition (if any).

Signed and declared, &c.

* Registered firm-name & Co. † As the case may be. ‡ As upon original registration.

REGISTRATION OF FIRMS ACT, 1897.

C.—*Notice of Change of Registered Firm-name.*

(In addition to Form A.)

The persons now registering are the persons who heretofore carried on business under the registered firm-name of * & Co., which is abandoned as from the date of this notice.

AN ACT TO AMEND THE REGISTRATION OF FIRMS ACT, 1897.

[Assented to, 16th December, 1899.]

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Western Australia, in this present Parliament assembled, and by the authority of the same, as follows:—

1. This Act may be cited as the Registration of Firms Amendment Act, 1899. Short title.

2. The penalties imposed by section eleven of the Registration of Firms Act, 1897, may be recovered before a Court of Summary Jurisdiction. Penalties under Act 61 Vict., 14, s. 11, how recoverable.

CANADA.

ONTARIO.

Revised Statutes, 1897.

CHAPTER 151.

AN ACT respecting Limited Partnerships.

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

1. Limited partnerships for the transaction of any mercantile, mechanical, manufacturing or other business within the Province of Ontario, may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities hereinafter mentioned, but the provisions of this Act shall not be construed to authorize any such partnership for the purpose of banking, or the construction or working of railways, or making insurance. R.S.O. 1887, c. 129, s. 1; 55 V., c. 28, s. 1. Limited partnerships may be formed.

2. Such partnerships may consist of one or more persons, who shall be called general partners, and of one or more persons who contribute in actual cash payments a specific sum as capital to the common stock, who shall be called special partners. R.S.O. 1887, c. 129, s. 2. Of whom to consist.

3. General partners shall be jointly and severally responsible as general partners are by law, but special partners shall not be liable for the debts of the partnership beyond the amounts by them contributed to the capital. R.S.O. 1887, c. 129, s. 3. Liability of general and special partners.

4. The general partners only shall be authorized to transact business and sign for the partnership, and to bind the same. R.S.O. 1887, c. 129, s. 4. General partners only to transact business, &c.

5. The persons desirous of forming such partnership shall make and severally sign a certificate which shall contain— Certificate to be signed.

(1) The name or firm under which the partnership is to be conducted; Contents of.

(2) The general nature of the business intended to be transacted;

(3) The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their usual places of residence;

(4) The amount of capital stock which each special partner has contributed;

(5) The period at which the partnership is to commence and the period at which it is to terminate. R.S.O. 1887, c. 129, s. 5.

6. The certificate shall be in the words or to the effect of the form given in the Schedule to this Act, and shall be signed by the several persons forming the partnership, before a Notary Public, who shall duly certify the same. R.S.O. 1887, c. 129, s. 6. Form of.

7. The certificate so signed and certified shall be filed in the office of the Clerk of the County Court of the county, in which the principal place of business of the partnership is situate, and shall be recorded by him at full length in a book to be kept for that purpose and open for public inspection. R.S.O. 1887, c. 129, s. 7. Where to be filed.

8. For filing and recording each such certificate the Clerk shall be entitled to receive the sum of twenty-five cents, and shall also be entitled to receive from every person searching in the book where such certificate is so recorded the sum of ten cents for each such search. 56 V., c. 25, s. 1. Fees.

9. No such partnership shall be deemed to have been formed until a certificate has been made, certified, filed and recorded as above directed; and if any false statement is made in such certificate, all the persons interested in the partnership shall be liable for all the engagements thereof as general partners. R.S.O. 1887, c. 129, s. 8. Partnership not formed until certificate filed.

---

* Registered firm-name & Co.

Certificates of continuance.

10. Every renewal or continuance of a partnership beyond the time originally fixed for its duration, shall be certified, filed and recorded in the manner herein required for its original formation; and every partnership otherwise renewed or continued, shall be deemed a general partnership. R.S.O. 1887, c. 129, s. 9.

What alterations to be deemed a dissolution.

11. Every alteration made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership, and every such partnership in any manner carried on after such alteration has been made, shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the next preceding section. R.S.O. 1887, c. 129, s. 10.

Partnership name.

12. The business of the partnership shall be conducted under a name or firm in which the names of the general partners, or some or one of them, only shall be used; and if the name of a special partner is used in such firm with his privity, he shall be deemed a general partner. R.S.O. 1887, c. 129, s. 11.

Liability of general partners to actions.

13. Actions in relation to the business of the partnership may be brought and conducted by and against the general partners in the same manner as if there were no special partner. R.S.O. 1887, c. 129, s. 12.

Restrictions upon stock of special partners.

14. No part of the sum which a special partner has contributed to the capital stock shall be withdrawn by him, or paid or transferred to him in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest does not reduce the original amount of the capital; and if after the payment of such interest, any profits remain to be divided, he may also receive his portion of such profits. R.S.O. 1887, c. 129, s. 13.

When special partner liable to refund.

15. If it appears that by the payment of interest or profits to a special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of the deficient capital, with interest. R.S.O. 1887, c. 129, s. 14.

Privilege of special partners.

16. A special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise; and if he interferes contrary to these provisions he shall be deemed a general partner. R.S.O. 1887, c. 129, s. 15.

General partners liable to account.

17. The general partners shall be liable to account to each other and to the special partners for their management of the concern in like manner as other partners. R.S.O. 1887, c. 129, s. 16.

Creditors preferred to special partners.

18. In the case of the insolvency or bankruptcy of the partnership, no special partner shall, under any circumstances, be allowed to claim as a creditor until the claims of all the other creditors of the partnership have been satisfied. R.S.O. 1887, c. 129, s. 17.

No premature dissolution without notice, &c.

19. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation or in the certificate of its renewal, until a notice of such dissolution has been filed in the office in which the original certificate was recorded, and has been published once in each week, for three weeks, in a newspaper published in the county or district where the partnership has its principal place of business, and for the same time in the "Ontario Gazette." R.S.O. 1887, c. 129, s. 18.

SCHEDULE.

(*Section* 6.)

CERTIFICATE OF PARTNERSHIP.

We, the undersigned, do hereby certify that we have entered into co-partnership under the style or firm of (*B. D. & Co.*) as (*Grocers and Commission Merchants*) which firm consists of (*A.B.*) residing usually at and (*C.D.*) residing usually at as General Partners; and (*E.F.*) residing usually at and (*G.H.*) residing usually at , as Special Partners. The said (*E.F.*) having contributed ($4,000) and the said (*G.H.*) ($8,000) to the Capital Stock of the said Partnership.

The said Partnership commenced on the day of 18 and terminates on the day of 18 .

Dated this day of 18 .

(Signed) A.B.
C.D.
E.F.
G.H.

Signed in the presence of me,

L.M.,
Notary Public.

R.S.O. 1887, c. 129, Sched.

CHAPTER 152.

AN ACT respecting the Registration of Co-Partnerships and Business Firms.

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

Persons in partnership to deliver a declaration to the Registrar.

1. (1) All persons associated in partnership for trading, manufacturing or mining purposes, shall cause to be delivered to the registrar of the registry division in which they carry or intend to carry on business, a declaration in writing, signed by the several members of such co-partnership.

When some of the parties are absent.

(2) If, however, any of the said members are absent from the place where they carry or intend to carry on business, at the time of making the declaration, then the declaration shall be signed by the members present in their own names, and also for their absent co-members, under their special authority to that effect, and such special authority shall be at the same time filed with the registrar and annexed to the declaration. R.S.O. 1887, c. 130, s. 1.

Requisites of declaration.

2. The declaration shall be in the form or to the effect of Schedule A. to this Act, and shall contain the names, surnames, additions and residences of each and every partner as aforesaid, and the name, style or firm under which they carry on or intend to carry on such business and shall state also the time during which the partnership has existed or is to exist, and shall declare that the persons therein named are the only members of such co-partnership. R.S.O. 1887, c. 130, s. 2.

Time of filing declaration.

3. The declaration shall be filed within six months next after the formation of the partnership. R.S.O. 1887, c. 130, s. 3.

Declaration when change in partnership.

4. A similar declaration shall in like manner be filed when and so often as any change or alteration takes place in the membership of the partnership, or in the name, style or firm under which they intend to carry on business, or in the place of residence of any member of the firm; and every new declaration shall state the alteration in the partnership. R.S.O. 1887, c. 130, s. 4.

Allegations in the declaration not to be controvertible by parties signing.

5. The allegations made in the declarations aforesaid shall not be controvertible as against any party by any person who has signed the same, nor as against any party not being a member of the partnership by any person who has signed the same, or who was really a member of the partnership therein mentioned at the time the declarations were respectively made. R.S.O. 1887, c. 130, s. 5.

Declaration of dissolution of partnership.

6. Upon the dissolution of a partnership, any or all of the persons who composed the partnership may sign a declaration certifying the dissolution of the partnership; such declaration may be in the form of Schedule B. to this Act. R.S.O. 1887, c. 130, s. 7.

Persons signing declaration to be deemed partners till new declaration is filed.

Liability of partners failing to declare the same.

Rights of partners between themselves.

7. Until a new declaration is made and filed by him, or by his co-partners or any of them as aforesaid, no person who shall have signed the declaration filed shall be deemed to have ceased to be a partner; but nothing herein contained shall exempt from liability any person who, being a partner, fails to declare the same as already provided, and such person may, notwithstanding such omission, be sued jointly with the partners mentioned in the declaration, or they may be sued alone, and if judgment is recovered against them, any other partner or partners may be sued jointly or severally in an action on the original cause of action upon which the judgment was rendered; nor shall anything in this Act be construed to affect the rights of any partners with regard to each other, except that no declaration as aforesaid shall be controverted by any person who has signed the same. R.S.O. 1887, c. 130, s. 6.

How actions may be brought against partners in trade not filing declaration.

8. (1) If any persons are associated as partners for the purpose of trade, and no declaration is filed under this Act with regard to such partnership, then any action which might be brought against all the members of the partnership may also be brought against any one or more of them, as carrying on or as having carried on business jointly with others, without naming such others in the writ or declaration, under the name and style of their said co-partnership firm; and if judgment be recovered against him or them, any other partner or partners may be sued jointly or severally on the original cause of action on which such judgment is rendered.

When the action is founded on any obligation in writing.

(2) If any such action be founded on any obligation or instrument in writing in which all or any of the partners bound by it are named, then all the partners named therein shall be made parties to such action; and a judgment rendered against any member of such existing co-partnership for a partnership debt or liability, may be executed by process of execution against all and every the partnership stock, property and effects, in the same manner, and to the same extent as if such judgment had been rendered against such co-partnership. R.S.O. 1887, c. 130, s. 8.

A person whose business style indicates plurality to file a declaration.

9. Every person who is engaged in business for trading, manufacturing, or mining purposes, and who is not associated in partnership with any other person or persons, but who uses as his business style some name or designation other than his own name, or who in such style uses his own name with the addition of "*and Company*" or some other word or phrase indicating a plurality of members in the firm, shall cause to be delivered to the registrar of the registry division in which such person carries on or intends to carry on business, a declaration in writing, signed by such person. R.S.O. 1887, c. 130, s. 9.

Form of declaration.

10. Such declaration shall contain the name, surname, addition and residence of the person making the same, and the name, style or firm, under which he carries on or intends to carry on business, and shall also state that no other person is associated with him in partnership; and such declaration shall be filed within six months of the time when such style is first used. R.S.O. 1887, c. 130, s. 10.

Penalty for non-compliance.

11. Every member of a partnership or other person required to register a declaration under the provisions of this Act who fails to comply with the requirements of this Act shall forfeit the sum of $100, to be recovered before any Court of competent jurisdiction, by any

Application of penalty.

person suing as well in his own behalf as on behalf of Her Majesty; and half of such penalty shall belong to the Crown for the uses of the Province, and the other half to the party suing for the same, unless the action is brought, as it may be, on behalf of the Crown only, in which case the whole of the penalty shall belong to Her Majesty for the uses aforesaid. R.S.O. 1887, c. 130, s. 11.

Registrar to record declaration.

12. It shall be the duty of the registrar to enter all declarations made under this Act in the order in which the same are received in a book to be kept by him kept for that purpose, which shall at all times during office hours be open to the inspection of the public gratuitously; and for registering each such declaration the registrar shall be entitled to receive from the person filing the same the sum of fifty cents if it does not contain more than two hundred words, and at the rate of ten cents per hundred words for all above the number of two hundred. R.S.O. 1887, c. 130, s. 12.

Registrar's fees for filing.

Registrar to keep two indexes.

13. It shall be the duty of each registrar to keep two alphabetical index books of all declarations delivered to him, in pursuance of the provisions of this Act. R.S.O. 1887, c. 130, s. 13.

Form of "Firm Index Book."

14. In one of such books, hereinafter called the "Firm Index Book," the registrar shall enter in alphabetical order the styles of the respective firms, in respect to which declarations have been delivered to him, and shall place opposite each such entry the names of the person or persons composing such firm, and the date of the receipt by him of the declaration, in the manner shown in the form of "Firm Index Book," given in Schedule C. to this Act. R.S.O. 1887, c. 130, s. 14.

Form of "Individual Index Book."

15. In the second of such books, hereinafter called the "Individual Index Book," the registrar shall enter in alphabetical order the names of the respective members of each of such firms, and shall place opposite such entry the style of the firm of which such person is a member, and the date of the receipt of the declaration, in the manner shown in the form of "Individual Index Book," given in Schedule D. to this Act. R.S.O. 1887, c. 130, s. 15.

Registrar's fees for certain services.

16. The registrar shall be entitled to charge for searches the following fees and no more:—

For searching in Firm Index—each firm, ten cents;

For searching in Individual Index—each name, ten cents;

For each certificate, when required—twenty-five cents. R.S.O. 1887, c. 130, s. 16.

Who to furnish registry books.

17. All the books required for the purposes of this Act shall be furnished by the treasurer of the municipality, whose duty it is to furnish registry books (or in case of his default, by the registrar), in the same manner as other registry books. R.S.O. 1887, c. 130, s. 17.

Cheese manufacturing companies excepted.

18. This Act shall not be construed to apply to associations of individuals for the manufacture of cheese and contributing produce from their dairies for that purpose. R.S.O. 1887, c. 130, s. 18.

SCHEDULE A.

(*Section* 2.)

DECLARATION OF CO-PARTNERSHIP.

Province of Ontario,
County of

We . of in (*occupation*)
and of in (*occupation*),
hereby certify—

1. That we have carried on and intend to carry on trade and business as
at in partnership, under the name and firm of
(*or*, I (*or* we) the undersigned), of in , hereby
certify that I (*or* we) have carried on and intend to carry on trade and business as
at in partnership with *C.D.* of and *E.F.*
of (*as the case may be*).

2. That the said partnership has subsisted since the day of 18 .

3. And that we, (*or* I (*or* we) and the said *C.D.* and *E.F.*) are and have been since the said day the only members of the said partnership.

Witness our hands at this day of 18 .

R.S.O. 1887, c. 130, Sched. A.

SCHEDULE B.

(*Section* 6.)

DECLARATION OF DISSOLUTION OF PARTNERSHIP.

Province of Ontario,
County of

I,
formerly a member of the firm carrying on business as
at , in the County of ,
under the style of , do hereby certify that the said partnership was on the
day of dissolved.

Witness my hand, at , the day of , 18 .

R.S.O. 1887, c. 130, Sched. B.

SCHEDULE C.

(*Section* 14.)

FIRM INDEX BOOK.

Style of Firm.	Names of Persons composing the Firm.	Date of Filing Declaration
Abbott, Black & Co.	George Abbott, John Black, Edward Cook ...	10th February, 1871.
Bernard, Green & Jones	John Bernard, Edward Green, John Jones ...	12th February, 1871.
Cook (Thos.) & Co.	Thomas Cook, James Wilson	14th February, 1871.
Dadson, William	William Dadson, Thomas Jones, Robert Watson, William Wilberforce, James Johnson.	14th February, 1871.
Dick & Co.	Richard Dick	15th May, 1872.
Dow (Wm.) & Sons	William Dow	19th May, 1872.

R.S.O. 1887, c. 130, Schedule C.

SCHEDULE D.

(*Section* 15.)

INDIVIDUAL INDEX BOOK.

Name of Individual.	Style of Firm of which a Member.	Date of Filing Declaration.
Abbott, George	Abbott, Black & Co.	10th February, 1871.
Black, John	Abbott, Black & Co.	10th February, 1871.
Bernard, John	Bernard, Green & Jones	12th February, 1871.
Cook, Edward	Abbott Black & Co.	10th February, 1871.
Cook, Thomas	Thos. Cook & Co.	14th February, 1871.
Dadson, William	William Dadson	14th February, 1871.
Dick, Richard	Dick & Co....	15th May, 1872.
Dow, William	Wm. Dow & Sons	19th May, 1872.

R.S.O. 1887, c. 130, Schedule D.

NOTE.—In the above Schedules, surnames having different initial letters are shown together. This is done merely for the purpose of illustrating by means of a number of names, the manner in which the entries should be made. In the index books, surnames having different initial letters should not appear in the first column of either book on the same page, but should be indexed alphabetically, the style of a firm being indexed in the firm index book according to the initial letter of the first surname mentioned. 60 V., c. 15, Sched. A. (27).

QUEBEC.

EXTRACT FROM CIVIL CODE.

1834. In partnerships for trading, manufacturing or mechanical purposes, or for the construction of roads, dams and bridges, or for the purpose of colonization, or of settlement, or of land traffic, the partners must deliver to the prothonotary of the Superior Court in each district, and to the registrar of each county, in which they carry on business, a declaration in writing, in the form and subject to the rules provided in the statute intituled "An Act respecting Partnerships."

The omission to deliver such declaration does not render the partnership null; it subjects the contravening parties to the penalties and liabilities imposed by the statute.

1834a. A similar declaration must be also made by any person carrying on business alone under a firm-name.

1834b. (1) Whenever any person or persons make use in business of the name of another person, the contracts, agreements, notices, advertisements, signs, bills of exchange, promissory notes, endorsement cheques, orders for money or goods, bills of parcel, receipts and letters, which they make, publish, sign or issue under such name in the course of business, shall bear, after such name, the word "registered," or an abbreviation thereof.

(2) Any person committing an infringement of the provisions of this article is liable to the penalty prescribed by article 5639 of the Revised Statutes, which penalty may be recovered in the manner therein provided.

1835. The allegations contained in the declaration mentioned in the last preceding article cannot be controverted by any person who has signed the same, nor can they be controverted, as against any party not being a partner, by a person who has not signed but was really a member of the partnership at the time the declaration was made; and no partner, whether he has signed or not, is deemed to have ceased to be a partner until a new declaration has been made and filed as aforesaid, stating the alteration in the partnership.

1836. Any partner, although not mentioned in the declaration, may be sued jointly and severally with the partners mentioned therein, or the latter may be sued alone, and, if judgment be recovered against them, any other partner or partners may be sued on the original cause of action on which such judgment was rendered.

1837. When persons are associated as partners in Lower Canada for any of the purposes mentioned in article 1834, and no declaration has been filed as aforesaid, any action which might be brought against all the members of the partnership, may also be brought against any one or more of them, as carrying on or as having carried on trade jointly with others,

without naming such others in the writ or declaration, under the name and style of their partnership firm; and if judgment be recovered against him or them, any other partner or partners may be sued jointly or severally on the original cause of action on which such judgment has been rendered; but when any such action is founded on an obligation or instrument in writing in which all or any of the partners bound by it are named, then all the partners named therein must be made parties to such action.

1838. The service of summons or process, for any claim or demand founded upon any liabilities of an existing partnership, at the office or place of business of such partnership within the Province of Canada, has the same effect as a service made upon the members of such partnership personally, and any judgment rendered against any member of such existing partnership, for a partnership debt or liability, may be enforced by process of execution against the partnership property in the same manner as if the judgment had been rendered against the partnership.

REVISED STATUTES.

Par. I.—*Declaration to be made by persons entering into partnership for certain purposes.*

5635. The declaration which should be transmitted to the prothonotary and registrar under the Civil Code by all persons associated in partnership, in the Province, for trading, manufacturing or mechanical purposes, or for purposes of construction of roads, dams, bridges, or other works, or for purposes of colonization, or of settlement or of land traffic, shall be signed by the several members of such partnership, and if any of the said members be absent at the time, then by the members present, in their own names and for their absent co-members, under their special authority to that effect.

(2) Such declaration shall be in the form or to the effect of the Schedule A. annexed to this section, and shall contain the names, surnames, addition and residence of every partner, and the name, style or firm, under which they carry on or intend to carry on such business, and shall state the time during which the partnership has existed, and declare that the persons therein named are the only members of such partnership.

(3) Such declaration shall be filed within sixty days after the formation of the partnership.

(4) A similar declaration shall be filed in like manner when and so often as any change or alteration takes place in the membership of such partnership, or in the name, style, or firm under which they intend to carry on business. C.S.L.C., c. 65, s. 1, s.s. 1, 2, and 3.

5635a. No such declaration can be registered if it gives to any partnership the name, style or firm-name of an existing partnership, or a name, style or firm-name so similar that the public may be induced into error.

Every registration made contrary to the provisions of this article may be annulled by the Superior Court of the district, upon petition of which notice has been given to the parties interested, to the prothonotary and to the registrar.

Par. 2.—*Declaration to be made by persons making use of a firm-name.*

5636. Every person who, not being associated in partnership with any other persons, for the purposes mentioned in the preceding article, uses alone, or uses with his own name as his business style, some name, or designation other than his own name alone, or uses his own name with the addition of "and Company," or some other word or phrase indicating a plurality of members under the said style, must also transmit a declaration, which shall be in the form or in the terms of Schedule B., hereunto annexed, and shall contain the name, surname, quality and residence of such person, and the style or firm under which he carries on or intends to carry on business, and shall also state that no other person is associated with him.

(2) Such declaration shall be deposited within sixty days of the time when such style is first used.

(3) All changes in the style mentioned in such registered declaration shall also be registered in the same manner; and so also when the person ceases carrying on business under such style or using such style so registered. 48 V., c. 29, s.s. 8, 9, 10, and 13.

5637. The prothonotary and the registrar shall enter such declaration in a registry book which they shall keep to that effect, which book shall, at all times during office hours, be gratuitously open to public inspection.

Each may require from the person delivering such declaration the sum of fifty cents for registering it, if it does not contain more than two hundred words, and the sum of five cents for each additional hundred words.

The fee is the same for every certificate required and delivered. C.S.L.C., c. 65, s. 2; 48 V., c. 29, s. 1, s.s. 11.

5638. In the case of declarations registered in conformity with article 5636, two indexes, in the form of Schedule C., are kept by the prothonotary and registrar, in which they shall enter, as soon as received, according to alphabetical and filing order, in the first column of one of these books the style mentioned in the declarations delivered to them, in the second column the name of the person, in the third column the date of the receipt of the declaration; and in the first column of the other index the name of the person, in the second column the style, and in the third column the date of the filing of the same. 48 V., c. 29, s. 1, s.s. 12.

5654. Any territory comprised in a former registration division shall so remain, until the county in which it lies becomes a registration division. C.S.L.C., c. 37, s. 90.

5655. If, in any county that has become a registration division, there be more than one registry office, that one of them which shall be at or nearest to the place where the

sittings of the municipal council of the county are held, shall be the registry office for such county when it becomes a registration division, subject to removal to the place where the sittings of the council are held, if it be not already kept there.

Any other registry office in such county shall be removed to such place in the registration division as the Lieutenant-Governor shall direct in which the greater part of the territory, for which it remains the registry office, lies, until such county becomes a registration division, when it shall be kept at the place where the sittings of the municipal council thereof are held. C.S.L.C., c. 37, s. 91.

5656. The books, records, indexes, documents and papers appertaining to the county registry offices under the several acts of the late Province of Lower Canada, in the then counties of Drummond, Sherbrooke, Stanstead, Shefford, Missisquoi, Two Mountains, Beauharnois, Ottawa, Mégantic and Acadie, which were by the Ordinance 4 Victoria, chapter 30, required to be transmitted to the registry offices in the several registration districts in which the registry offices for the said counties respectively were situate, should have been, and, if not, shall be returned into, or if returned into, shall remain in, the registry offices of the respective counties where the real estate to which they relate lies.

The registrars in whose custody such documents and registers respectively are shall have the same powers and duties with regard to them, and may grant certificates concerning them, as if originally registered in such offices.

(2) The memorials, books, records, indexes, documents and papers, made under the provisions of the Ordinance 4 Victoria chapter 30, remain in and make part of the archives and papers of the registry offices in which they are, subject in all cases to the provision of article 5657. C.S.L.C., c. 37, s.s. 84 and 85.

Par. 3.—*Archives in new registration divisions.*

5657. Whenever the municipal council of any county or locality which has become a registration division has provided funds for paying the necessary expense, it may require from the registrar in whose office any documents, instrument or document affecting real property in such county or place has been registered, certified copies thereof or extracts therefrom and of the entries relating thereto.

Such copies and extracts must be fairly transcribed in regular order in properly bound books to be furnished by the municipality.

For such copies and extracts the registrar has a right to be paid at the rate of six cents and two-thirds for every hundred words.

After the delivery of such copies or extracts the registrar of the new registration division shall grant copies of, extracts from, or make searches and grant certificates, and perform all other official acts with respect thereto as if the same had been originally registered and made in his office, and demand and take the proper fees therefor.

Copies, extracts, certificates and acts so given by such registrar shall *primâ facie* avail as if granted and performed by the registrar having the original books, entries and documents saving the right of any party to prove error therein, and the recourse of all parties against the registrar furnishing them, if the error be in the copies furnished by him. C.S.L.C., c. 37, s. 94, s.s. 1 and 2.

5658. On payment of the proper fees, the registrar having the original books in which any document may have been registered shall grant copies thereof and extracts therefrom and make searches and give certificates in respect thereof, with the same legal effect as if he were still the registrar for the place in which such real property is situate, notwithstanding that the place in which the real property to which the same relates is situate is no longer within the limits of that for which he is the registrar, and that he has furnished copies of such documents to some other registrar under the preceding article. C.S.L.C., c. 37, s. 95, s.s. 1.

5659. Until such copies are furnished to the registrar of the proper registration division, all documents evidencing the discharge of any hypothec or charge on any real property in such division may be registered in the registry office in which the document creating such hypothec or charge was originally registered.

If such copies have been so furnished to the registrar of the proper registration division, then such discharge shall be registered in his office. C.S.L.C., c. 37, s. 95, s.s. 2.

---

4 Edward VII.

Chapter 34.

An Act for the licensing of Extra-Provincial Commercial Corporations and Joint Stock Companies.

1. Extra-Provincial Corporations, for the purposes of this Act, comprise all commercial corporations and joint-stock companies not constituted by or in virtue of an Act of the Legislature of this Province, or of the Parliament of Canada, of the Legislature of the late Province of Lower Canada, or that of the late Province of Canada, or except—

(*a*) Loan and investment societies licensed under the provisions of section second of chapter fourth of title eleventh of the Revised Statutes (articles 5470 to 5476);

(*b*) Mutual benefit and aid associations and mutual insurance companies authorized under the provisions of the Act 59 Victoria, chapter 34;

(*c*) Mutual benefit societies and benevolent associations authorized under the provisions of the Act 61 Victoria, chapter 39;

(*d*) Corporations and companies incorporated under or in virtue of an Act of a Legislature of another Province of Canada where corporations and companies incorporated under or in virtue of the laws of the Province of Quebec are authorized to do business without being obliged to take out a license therefor.

2. No extra-provincial corporation shall carry on business in the Province of Quebec unless a license under this Act has been granted to it and unless such license is in force.

No company, firm, broker, agent or other person shall, as the representative or agent of or acting in any capacity other than as traveller taking orders for any such extra-provincial corporation, carry on any of its business in the Province of Quebec, unless such corporation has received such license and unless such license is in force.

3. Such license is granted by the Lieutenant-Governor upon petition by the extra-provincial corporation, provided that the corporation (*see* Form A.):

(1) Deposits in the office of the Provincial Secretary a copy of its charter, articles of association or other deed constituting the corporation, certified by the officer having the custody of the original;

(2) Establishes that it is so constituted as to carry out the obligations it may contract;

(3) Deposits in the office of the Provincial Secretary a power of attorney constituting a chief agent in the Province for the purpose of receiving services in any suit or proceeding against it and declaring where the principal office of the corporation is to be established (*see* Form B.);

(4) Pays the fees that may be fixed for such license by the Lieutenant-Governor in Council (*see* Schedule C.).

4. Notice of the granting of such license shall be published by the Provincial Secretary in the "Quebec Official Gazette," and from the date of such publication such extra-provincial corporation may commence business. (*See* Forms D. and E.)

5. Whenever any extra-provincial corporation changes its chief agent of the location of its chief office, it shall forward to the Provincial Secretary a copy of the new power of attorney concerning the same, and notice thereof must be given in the "Quebec Official Gazette."

6. Any extra-provincial corporation receiving a license under this Act may, subject to the limitations and conditions of the license and of the laws of this province, and also subject to the provisions of its own charter, acquire, hold, mortgage, alienate, and otherwise dispose of immovable property in the province, and any interest therein, to the same extent as if incorporated under the Joint Stock Companies' Incorporation Act of the Province with power to carry on the business and exercise the powers embraced in the license.

7. If an extra-provincial corporation receiving a license under this Act makes default in observing or complying with the limitations and conditions of such license, or the regulations respecting the appointment and continuance of a representative in the Province of Quebec, the Lieutenant-Governor in Council may suspend or revoke such license in whole or in part, and may remove such suspension or cancel such revocation and restore such license.

Notice of such suspension, revocation, removal or restoration shall be given by the Provincial Secretary in the "Quebec Official Gazette."

8. The Lientenant-Governor in Council may, from time to time, make and repeal regulations respecting the following matters:—

(*a*) The forms of licenses, powers of attorney, applications, notices, statements, and other documents relating to applications and other proceedings under this Act;

(*b*) The fees to be collected and received for granting the licenses and publication of notices under this Act;

(*c*) Generally all that may be necessary for the efficient working of this Act.

9. Any person doing business for an extra-provincial corporation which has not complied with the requirements of this Act is liable to a fine not exceeding one hundred dollars for each offence and, in default of payment, imprisonment not exceeding three months.

10. Prosecutions under this Act shall be instituted within six months after the date of the offence and shall be governed by the provisions of Part LVIII. of the Criminal Code of 1892. (Articles 839 to 909.)

11. A statement showing the licenses issued under this Act during the preceding fiscal year and the authorized capital of the extra-provincial corporations licensed, and the fee paid for each license, shall be laid before the Legislature at each session thereof.

12. This Act shall apply as well to extra-provincial corporations now doing business in this Province as to those which may hereafter commence business.

Corporations now doing business required to take out a license under this Act are granted a delay of one year from the coming into force of this Act to comply with its provisions.

13. Articles 4764, 4765 and 4766 of the Revised Statutes are repealed.

14. Nothing in this Act contained shall prevent the application of articles 4754 to 4760 of the Revised Statutes to extra-provincial corporations.

15. This Act shall come into force on the day of its sanction.

(*Translation.*)

COPY of a REPORT of a Committee of the Honourable the Executive Council, dated the 15th June, 1904, approved by the Lieutenant-Governor on the 17th June, 1904.

Concerning the approval of certain Formulas, &c.

The Honourable the Secretary of the Province, in a report dated the 13th June (1904), sets forth that by the Act 4 Ed. VII., c. 34, article 8, it is provided that:—"The Lieutenant-Governor in Council may, from time to time, make and repeal regulations respecting the following matters:—

"(*a*) The forms of licenses, powers of attorney, applications, notices, statements, and other documents relating to applications and other proceedings under this Act."

In view of the report of the Attorney-General dated the 1st June, 1904, the Honourable the Secretary proposes that the formulas, French and English versions, be approved conformably to the law above cited.

COPY of a REPORT of a Committee of the Honourable the Executive Council, dated the 4th January, 1905, approved by the Lieutenant-Governor on the 7th January, 1905.

Concerning the Tariff of Fees to be paid by Joint Stock Companies.

The Honourable the Secretary of the Province, in a memorandum dated the 3rd of January (1905), recommends, upon the report of the Attorney-General of the 8th October, 1904, that the tariff of fees to be paid for the licenses granted to extra-provincial corporations and joint stock companies, under article 8, c. 34, 4 Ed. VII., as approved by Order in Council of the 17th June, 1904, be amended by adding the following paragraphs:—

5°. When the company has no determined stock the fee will be $100.00.

6°. When the company employs only a portion of its capital here, the tariff fee (from 1 to 4), will be charged on such part so employed here, upon an affidavit or solemn declaration, stating what portion is so employed.

If the company increases this portion, it must produce an affidavit or declaration thereof and shall then pay an additional fee to cover the proportion of increased capital so employed in the Province, according to the above tariff (from 1 to 4).

The Honourable the Secretary may require the company, its officers, directors, clerks, and employees to furnish, under oath or otherwise, such information respecting the capital and affairs of the company as he may deem desirable or necessary.

NOVA SCOTIA.

Revised Statutes, 1900.

CHAPTER 143.

OF THE REGISTRATION OF PARTNERSHIPS.

Declaration of partnership to be registered.

1.—(1.) All persons associated in partnership for trading, manufacturing, or mining purposes, shall file in the registry of deeds for the registration district in which they carry on or intend to carry on business a declaration in writing signed by the several members of such partnership.

Provisions in respect to absent members.

(2.) If at the time of making such declaration any member of such partnership is absent from the place at which such partnership carries on or intends to carry on business, such declaration shall be signed by the members present, in their own names, and also in the name of any such absent member, under a special authority to that effect, and such special authority shall be annexed to the declaration and filed therewith in the registry of deeds. R. S., c. 89, s. 1.

Declaration for absent partners may be by Agent.

2. If the persons so associated are resident out of the province, and are doing business in the province by an attorney, agent, or other representative, such declaration may be signed by such attorney, agent, or other representative, under special authority of the person so associated. The execution of such special authority shall be verified on oath before a notary public and certified by him, and such special authority shall be annexed to the declaration and filed therewith in the registry of deeds, and in such case the form of the declaration shall be modified accordingly. R. S., c. 83, ss. 2, 8.

Requisites of declaration.

3. Such declaration shall be in the form or to the effect of form "A" in the schedule to this Chapter, and shall contain the name, surname, addition and residence of each member of such partnership, and the name, style, or firm under which such partnership carries on or intends to carry on such business, and shall state the time during which the partnership has existed, and that the persons therein named are the only members thereof. R. S., c. 83, s. 3.

Time of filing.

4. Such declaration shall be filed within three months next after the formation of such partnership. R. S., c. 83, s. 4.

New declaration on change in partnership.

5. Whenever any change or alteration takes place in the membership of such partnership, or in the name, style or firm under which it intends to carry on business, or in the place of residence of any member of such partnership, a new declaration shall be filed in such registry of deeds, stating such change, and signed by all the members of such partnership as it is constituted after such change. R. S., c. 83, s. 5.

Declaration of dissolution of partnership.

6. Upon the dissolution of any partnership, any or all of the persons who composed such partnership may sign a declaration stating such dissolution. Such declaration may be in the form "B" in the schedule to this Chapter. R. S., c. 83, s. 8.

Person using firm name to file declaration.

7.—(1.) Every person who is engaged in business for trading, manufacturing or mining purposes, and who is not associated in partnership with any other person or persons, but uses as his business style some name or designation other than his own name, or who in such style uses his own name with the addition of "and company," or some other word or phrase indicating a plurality of members in the firm, shall file in the registry of deeds for the registration district in which he carries on or intends to carry on business, a declaration in writing signed by him.

Requisites in such case.

(2.) Such declaration shall contain the name, surname, addition and residence of the person making the same, and the firm-name or style under which he carries on or intends to carry on business, and shall also state that no other person is associated with him in partnership.

Persons out of province may declare by Agent.

(3.) If such person resides out of the province and carries on business by an agent, attorney or other representative in the province, such declaration may be made by such agent, attorney or representative, under special authority, which shall be verified on oath before a notary public and certified by him, and annexed to the declaration and filed therewith, and in such case the declaration shall also state the place of residence or business of such person without the province, giving the street and number thereof if any.

Time for filing.

(4.) Such declaration shall be filed within three months from the date when such firm-name or style was first used. R. S., c. 83, ss. 10, 11, 12.

Allegation in declaration not to be controverted in certain cases.

8.—(1.) No allegation contained in any such declaration shall be controverted by any person who, either by himself or his specially authorized attorney, agent or representative, signed such declaration.

(2.) Except as against the other members of the partnership in any such declaration mentioned, no allegation in such declaration contained shall be controverted by any person who was a member of such partnership at the time such declaration was made, but who has not signed the same. R. S., c. 83, s. 6.

Signer of declaration deemed to continue partner until new declaration filed.

9. Every person who has made and filed such a declaration shall be deemed to continue a partner as in such declaration stated, until the filing of a new declaration signed by himself, or by his partners, or by the attorney, agent or other representative of a non-resident partner, as in this Chapter provided. R. S., c. 83, s. 7.

Chapter not to exempt from other liabilities.

10. Nothing in this Chapter contained shall exempt from liability any person who, being a partner, fails to declare the same as already provided, and such person may, notwithstanding such omission, be sued jointly with the partners mentioned in the declaration, or such partners may be sued alone, and if judgment is recovered against them, any other partner or partners may be sued jointly or severally, in an action on the original cause of action upon which such judgment was obtained; nor shall anything in this Chapter be construed to affect the rights of any partners with regard to each other, except that no such declaration as aforesaid shall be controverted by any signer thereof. R. S., c. 83, s. 7.

Action, how brought if no declaration filed.

11.—(1.) If any persons are associated as partners for the purpose of trade or other business, and no declaration is filed under this Chapter with regard to such partnership, any action which might be brought against all the members of the partnership may also be brought against any one or more of such partners, as carrying on or as having carried on business jointly with others, without naming such others in the writ of summons, under the name and style of their said co-partnership firm; and if judgment is recovered against him or them, any other partner or partners may be sued jointly or severally on the original cause of action on which such judgment was obtained.

Judgment, how enforced

(2.) Any judgment obtained against any member of such existing co-partnership for a partnership debt or liability may be enforced by process against all and every the partnership stock, property and effects in the same manner and to the same extent as if such judgment had been obtained against such partnership.

All parties to instrument in writing to be joined.

(3.) If any such action is founded on any obligation or instrument in writing in which all or any of the partners bound by it are named, then all the partners named therein shall be made parties to such action. R. S., c. 83, s. 9.

Firm's name to be on bill-heads, &c.

12. In all cases in which a firm-name or style is used, the name or names of the persons composing the firm shall be distinctly written or printed on all the bill-heads and letter-heads used by such firm. R. S., c. 83, s. 19.

Penalty for not filing declaration.

13. Every member of any partnership and every person doing business under a firm-name or style indicating a plurality of members of such firms who fails to file the declaration required by this Chapter, shall be liable to a penalty of not less than five dollars or more than one hundred dollars, half of such penalty to belong to the Crown for the use of the city, town or municipality in which such member or person does business, and half to the prosecutor. R. S., c. 83, s. 13.

Registrar of deeds to enter declarations.

14. The registrar of deeds shall enter all declarations made under this Chapter, in the order in which the same are received, in a book to be kept by him for that purpose, which shall at all times during office hours be open to the inspection of the public gratuitously. R. S., c. 83, s. 14.

Books of registry.

15.—(1.) The registrar shall keep two alphabetical index books of all declarations filed by him in pursuance of this Chapter.

"Firm index book."

(2.) In one of such books, to be called the "Firm Index Book," the registrar shall enter in alphabetical order the firm-names of the partnerships in respect to which declarations have been filed by him, and shall place opposite each such entry the names of the person or persons composing such firm, and the date of the receipt by him of the declaration, in the manner shown in form "C" in the schedule to this Chapter.

"Individual index book."

(3.) In the second of such books, to be called the "Individual Index Book," the registrar shall enter in alphabetical order the names of the members of each of such firms, and shall place opposite such entry the firm-name or style of the firm of which such person is a member, and the date of the receipt of the declaration, in the manner shown in the form "D" in the schedule to this Chapter. R S., c. 83, ss. 15, 16, 17.

Registrar's fees.

16. The registrar of deeds shall be entitled to charge for registering each declaration the fees mentioned in the Chapter "Of Costs and Fees." R. S., c. 83, s. 18.

Not to apply to limited partnerships.

17. Nothing in this Chapter contained shall apply to cases arising under the provisions of the Chapter "Of Limited Partnerships and Sureties to Firms."

SCHEDULE.

(A.)

(Section 3.)

DECLARATION OF PARTNERSHIP.

Province of Nova Scotia, }
County of }

We, of , in , (*occupation*)
and , of , in (*occupation*)
hereby declare:

1. That we have carried on and intend to carry on trade and business as ,
at , in partnership under the name and firm of ,
[*or* I (*or* we) the undersigned of , in , hereby declare
that I (*or* we) have carried on and intend to carry on trade and business as
at , in partnership with C. D. , of
and E. F. , of , (*as the case may be*)]

2. That the said partnership has subsisted since the day of
one thousand nine hundred and

3. And that we [(*or* I), (*or* we) and the said C. D. , and E. F.
] are and have been since the said day the only members of the said
partnership.

Witness our hands at , this day of , one
thousand nine hundred and

(B.)

(Section 6.)

DECLARATION OF DISSOLUTION OF PARTNERSHIP.

Province of Nova Scotia, }
County of }

I, , formerly a member of the firm carrying on business as ,
at , in the County of , under the firm-name of ,
do hereby declare that the said partnership was on the day of , dissolved.

Witness my hand at , the day of , one
thousand nine hundred and .

(C.)

(Section 15.)

FIRM INDEX BOOK.

Style of Firm.	Names of Persons composing the Firm.	Date of Filing Declaration.
John Smith & Co.	John Smith, William Brown, Charles Robinson	July 1, 1900.

(D.)

(Section 15.)

INDIVIDUAL INDEX BOOK.

Name of Individual.	Style of Firm of which a Member.	Date of Filing Declaration.
George Wilson	Geo. Wilson & Co.	July 1, 1900.

Chapter 144.

Of Limited Partnerships and Sureties to Firms.

Limited partnerships, how formed. Objects.

1.—(1.) Two or more persons may enter into and form limited partnerships for the transaction of mercantile, mechanical, or manufacturing business, upon the terms, with the rights and powers, and subject to the conditions and liabilities, hereinafter prescribed. Nothing in this Chapter shall authorize any such partnerships to engage in any banking operation, or to become insurers upon any marine risk, or upon loss by fire, or upon any life.

General and special partners.

(2.) Such partnerships may consist of one or more persons called general partners, who shall be responsible as general partners now are, and of one or more persons, who shall contribute in actual cash payments a specific sum as capital to the common stock, called special partners. Special partners shall not be liable for the debts of the partnership beyond the fund so contributed by them to the capital, except in cases hereinafter mentioned. The general partners only shall be authorized to transact the business of the partnership and bind the same by the signature of the partnership name or otherwise. R. S., c. 83, s. 32.

Certificate and preliminary proceedings in case of limited partnerships.

2.—(1.) Persons desirous of forming such partnerships shall, before the same shall go into operation, make and severally sign a certificate containing the name of the firm under which such partnership is to be conducted, the nature of the business to be transacted, the names of all the partners interested therein, distinguishing which are general and which special partners, and their respective places of residence, the amount of capital which each special partner has contributed to the common stock, the period at which the partnership is to commence and at which it will terminate. Such certificate shall be acknowledged by the several persons signing the same before a judge of the Supreme or County Court or justice of the peace; and such acknowledgment shall be certified in writing on such certificate by the person before whom the same is made.

(2.) The certificate so acknowledged and certified shall be filed in the office of the registrar of deeds for the registration district where the principal place of business of the partnership is situated, and shall be recorded by him at large in a book to be kept for that purpose, open to public inspection; and if the partnership has places of business situated in different districts, a transcript of the certificate and of the acknowledgment thereof, duly certified by such registrar, shall be filed and recorded in like manner in the office of the registrar of every such district. R. S., c. 83, s. 33.

Certificate to be verified under oath.

3. An affidavit of one or more of the general partners and also of one or more of the special partners, shall also at the same time be filed in the same office, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock have been actually and in good faith paid in cash; and no such partnership shall be deemed to have been formed until a certificate has been made, acknowledged, filed and recorded, and an affidavit filed as above directed; and if any false statement is made in such certificate or affidavit, all persons interested in such partnership shall be liable as general partners. R. S., c. 83, s. 34.

Publication in newspapers and by handbills.

4. The terms of every such partnership when registered shall immediately be published at least six weeks in the "Royal Gazette" and one other newspaper published in Halifax, and by handbills posted up in some public place in the places in which the business of the partnership is carried on. If such publication is not so made, such partnership shall be deemed general. Affidavits taken before a justice of the publication of such notice by the printers of newspapers who have published the same, and by the persons who have posted the handbills, may be filed with the registrar with whom the certificate of the partnership has been filed, and shall be evidence thereof. R. S., c. 83, s. 35.

Renewals of limited partnerships, how provided for.

5. Every renewal or continuance of any such partnership beyond the time originally fixed for its duration shall be certified, acknowledged and recorded, and an affidavit of a general and special partner made and filed, and notice given in the manner herein required for its original formation; every such partnership otherwise renewed or continued shall be deemed a general partnership. R. S., c. 83, s. 36.

Alterations in business to constitute general partnership, unless in case of renewal.

6. Every alteration made in the names of the partners, the nature of the business, or the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership carried on after any alteration shall be deemed a general partnership, unless renewed as a special partnership according to the provisions of the next preceding section. R. S., c. 83, s. 37.

Limited partnerships, under what names conducted.

7. The business of the partnership shall be conducted under a firm in the names of the general partners only, without the addition of the word company or any other general term; and any special partner whose name is used in such firm with his privity shall be deemed a general partner. R. S., c. 83, s. 38.

Actions to be in names of general partners.

8. Actions in relation to the business of the partnership may be brought and conducted by and against the general partners, as if there were no special partners. R. S., c. 83, s. 39.

Regulations as to capital stock and distribution of profits.

9. No part of the sum contributed by a special partner to the capital stock shall be withdrawn by him or paid or transferred to him in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership; but a partner may annually receive lawful interest on the sum so contributed by him, if payment thereof will not reduce the original capital; and if after the payment of such interest any profit remains to be divided, he may also receive his portion of such profit; but if it appears that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall restore the amount necessary to make good his share of capital, with interest. R. S., c. 83, s. 40.

Special partners may advise, but shall not transact business for partnership.

10. A special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management, but he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise; and if he interferes contrary to these provisions he shall be deemed a general partner. General partners shall be liable to account to each other and to the special partners for their management of the concern, as other partners now are. R. S., c. 83, s. 41.

11. A partner guilty of any fraud in the affairs of such partnership shall be liable civilly to the person injured to the extent of the damage. R. S., c. 83, s. 42. Liability of partner for fraud.

12. Every sale, assignment, or transfer of any of the property or effects of such partnership, or of a general or special partner, made by such partnership or a general or special partner, when insolvent or in contemplation of insolvency, with intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnership, and every warrant of attorney executed, and every judgment confessed, lien created, or security given by such partnership, or general or special partner, under the like circumstances and with the like intent, shall be void, as against the creditors of the partnership. A special partner who violates any provision of this Chapter, or concurs in, or assents to any such violation by the partnership, or by any individual partner, shall be liable as a general partner. R. S., c. 83, s. 43. Preferential assignment void as against creditors.

13. In case of the insolvency or bankruptcy of the partnership, no special partner shall, under any circumstances, be allowed to claim as a creditor, until the claims of all other creditors of the partnership are satisfied. R. S., c. 83, s. 44. Creditors' claims preferred.

14. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation or in the certificate of its renewal, until a notice of such dissolution, has been filed and recorded in the registrar's office in which the original certificate was recorded, and published once in each week for four weeks in the "Royal Gazette," and in some other newspaper printed in each of the counties in which the partnership has places of business. R. S., c. 83, s. 45. Dissolution, how effected.

Sureties to or for Firms.

15. No promise made to answer for the debt, default, or miscarriage of another, made to a firm consisting of two or more persons, or to a single person trading under the name of a firm, and no promise to answer for the debt, default, or miscarriage of a firm, consisting of two or more persons, or of a single person trading under the name of a firm, shall be binding on the person making such promise in respect to anything done or omitted to be done after a change has taken place in any one or more of the persons constituting the firm, or in the person trading under the name of a firm, unless the intention of the parties that such promise shall continue to be binding notwithstanding such change appears either by express stipulation, or by necessary implication from the nature of the firm, or otherwise. R. S., c. 83, s. 46. Sureties to or for firms not answerable after change in partnership.

New Brunswick.

Consolidated Statutes, 1903.

Chapter 144.

Respecting Partnerships.

(*As amended by 6 Edw. VII., Ch. 7.*)

Part I.

LIMITED PARTNERSHIPS.

1. Limited partnerships for the transaction of all business may be formed by two or more persons. 52 V. c. 4, s. 1.

2. Such partnerships may consist of one or more general partners, who shall be jointly and severally responsible as partners now are by law, and also of any other person or persons who shall contribute to the common stock a specific sum in actual cash payments as capital, who shall be called special partners, and shall not be personally liable for any debts of the partnership, except in the cases hereafter mentioned. 52 V. c. 4, s. 2.

3. The persons forming such partnership shall make and severally sign a certificate which shall contain the name or firm of the partnership, the names and respective places of residence of the general and special partners, distinguishing the general from the special, the amount of capital each special partner has contributed, the general nature of the business to be transacted, and the time when the partnership is to commence and to terminate. 52 V. c. 4, s. 3.

4. No such partnership shall be deemed to have been formed until a certificate made as aforesaid shall be acknowledged by the partners, if such acknowledgment be taken within the Province, before any of the officials or persons provided by section 52 of Chapter 151, for the taking of acknowledgment or proof within the Province of a conveyance, and if taken without the Province, then before any of the officials or persons provided by the said section for the taking of acknowledgment or proof without the Province of a conveyance, and in either case certified or authenticated in the same manner and with the same formality in all respects as though such acknowledgment were the taking of the proof or acknowledgment of a conveyance, and registered in the office of the registrar of deeds of the county of their principal place of business, in a book to be kept for that purpose open to the public inspection; and if the partnership shall have places of business situated in different counties, a copy thereof certified by the registrar of deeds where registered shall also be registered in such counties in a similar book, and if any false statement shall be made in such certificate, all the persons interested in the partnership shall be liable as general partners for all the engagements thereof. For registering such certificate and indexing the same the said registrar shall receive the sum or fifty cents, and for every certified copy thereof the sum of forty cents, and a certified copy of such certificate under the hand of the registrar of deeds shall be

evidence in all Courts of Law and Equity. Such certificate shall be in the form following, with such variation as each case may require:

"The undersigned, desirous of forming a limited partnership under the laws of the Province of New Brunswick, hereby certify—

"(1) That the name or firm under which such partnership is to be conducted is (*here insert the firm-name*);

"(2) That the general nature of the business intended to be transacted by such partnership is (*here designate the general nature of the business, as the buying and selling, on commission or otherwise, at wholesale and retail, of such articles as are usually bought and sold by dealers in such wares and goods*);

"(3) That the names of all the general and special partners interested in said partnership are as follows: A. B., who resides at , and C. D., who resides at , are the general partners, and E. F., who resides at , and G. H., who resides at , are the special partners;

"(4) That the said E. F. has contributed the sum of dollars, and the said G. H. the sum of dollars as capital to the common stock;

"(5) That the period at which the said partnership is to commence is the day of , A.D. 19 , (*insert the date, which should be some day after that on which the certificate is to be filed and recorded*), and the period at which the said partnership is to terminate is the day of , A.D. 19 .

"Dated this day of , A.D. 19 .

(*Signatures*)"

52 V. c. 4, s. 4.

5. The partners shall for three months immediately following such registry, publish a copy of the certificate above mentioned in a newspaper published in the city or county where their principal place of business is situated, and if there shall be no such newspaper such publication shall be made in the "Royal Gazette"; if such publication be not so made the partnership shall be deemed general. 52 V. c. 4, s. 5.

6. An affidavit of the publication of such copy of such certificate, sworn to by the printer or proprietor of the newspaper in which the same shall be published before a justice of the peace, and filed with the said registrar of deeds, shall be evidence of the facts therein contained, and a copy certified by such registrar of every notice, certificate and affidavit filed under this Chapter, shall be evidence thereof in any Court of Law or Equity. Such affidavit shall be in the form or to the effect following:—

"County of , Parish (*or* City) of , Province of New Brunswick, ss.

"I, A. B., of , make oath and say: I am the printer (*or* proprietor) of the newspaper known as the published daily (*or* weekly), at (*designate place of publication*), and that the advertisement or notice, a copy whereof is hereto annexed, was published in the said newspaper for three months successively, that is to say, in the several issues of the said newspaper from the day of last past, to the day of instant (*or* last past), both inclusive.

"Sworn before me at , this day of , A.D. 19 .

(*Signature*)

(*Signature*)

One of His Majesty's Justices of the Peace for the City and County of (*or County of*)."

52 V. c. 4, s. 6. *am.*

7. Every such partnership shall be held to continue on the original terms until the period at which the same is provided for by the original certificate, or the continuing certificate hereafter mentioned, to determine, shall have elapsed, or until a certificate by all the partners shall be signed, acknowledged, registered and published as in the first instance, declaring the withdrawal of any one or more partners from the concern, in which case, and when such publication shall have been completed, such one or more partners shall be taken and deemed to be withdrawn from the concern and released from further liability. If before the period for which the partnership has been established, or to which the same has been continued as hereafter provided, shall have elapsed, it shall be decided by the partners then constituting the partnership to continue, or further continue, the same, such partners may so do by signing, acknowledging, registering and publishing a continuing certificate as in the first instance in form following, or to that effect:

"The undersigned, constituting a limited partnership under the laws of New Brunswick, under the name (*here insert name as in the original certificate*), which will expire on the day of ,A.D. 19 (*insert the date*), continue the said partnership until the day of , A.D. 19 (*insert the date to which the partnership is to be continued*).

"Dated this day of , A.D. 19 (*insert the date*)";

And thereupon in case such publication shall be completed before the expiration of the original or further partnership, the same shall continue on the original terms and be deemed

a continuation of the original partnership until the expiration of the date mentioned in the continuing certificate, and any partnership may be further continued as aforesaid as often as the partners may desire, and all provisions of this Chapter shall, so far as applicable, apply to all continuations of an original limited partnership in like manner as to such original partnership. 52 V. c. 4, s. 7.

8. The business of the partnership shall be conducted by the general partner or partners under such firm-name as he or they shall adopt, and if the name of any special partner shall be used as such firm-name, or a part of the same, with his consent and privity, or if he shall personally make any contract respecting the concerns of the partnership with any person except the general partner or partners, or except as hereinafter provided, he shall be deemed and treated as a general partner, but to use the name of any special partner with the addition thereto "special partner," or "limited partner," or to that effect, shall not be considered as using such name as such firm-name, or a part of the same. 52 V. c. 4, s. 8.

9. No part of the sum which any special partner shall have contributed to the capital stock, shall be withdrawn by him or paid or transferred to him in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership, but any partner may annually or semi-annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if after the payment of such interest any profits shall remain to be divided, he may also receive his portion of such profits. 52 V. c. 4, s. 9.

10. If it shall appear that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital, with interest. 52 V. c. 4, s. 10.

11. A special partner may, from time to time, examine into the state and progress of the partnership concerns, and may advise as to their management; he may also loan money to and advance and pay money for the partnership, and may take and hold the notes, drafts, acceptances and bonds, of or belonging to the partnership as security for the repayment of such moneys and interest, and may use and lend his name and credit as security for the partnership in any business thereof, and shall have the same rights and remedies in these respects as any other creditors might have; he may also negotiate sales, purchases and other business for the partnership, but no business so negotiated shall be binding upon the partnership until approved by a general partner, or a majority of the general partners. Excepting as herein mentioned, he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney or otherwise; if he shall interfere contrary to these provisions he shall be deemed a general partner. 52 V. c. 4, s. 11.

12. It shall be lawful for a special partner in any limited partnership to lease to the general partner or partners any lands, tenements or other property, for the purposes of the partnership, at such rents and upon such terms as may be agreed upon between them. 52 V. c. 4, s. 12.

13. All suits respecting the business of such partnership shall be prosecuted by or against the general partner or partners only, except in those cases where any special partner or partners by the provisions of this Chapter shall be deemed general. 52 V. c. 4, s. 13.

14. The general partners shall be liable to account to each other, and to the special partners, for their management of the concern, both at law and in equity, as other partners now are by law. 52 V. c. 4, s. 14.

15. Every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable civilly to the party injured to the extent of his damage, in addition to any liability under any Dominion or Provincial Law or Statute. 52 V. c. 4, s. 15.

16. In case of the insolvency or bankruptcy of the partnership, no special partner shall, except for claims contracted pursuant to section 11 of this Chapter, under any circumstances be allowed to claim as a creditor until the claims of all the other creditors of the partnership shall be satisfied. 52 V. c. 4, s. 16.

17. No dissolution of such partnership shall take place except by the elapsing of the time limited for its existence or by operation of law, or as in this Chapter otherwise provided, unless a notice thereof shall be registered in the same manner as the original certificate, and unless such notice shall be published for six successive weeks in some newspaper of the city or county where such certificate or a copy thereof was published; and if there be no such newspaper, then in the "Royal Gazette," according to the provisions of this Chapter, in which case and when said publication is completed, the said partnership shall be taken and deemed to be dissolved. 52 V. c. 4, s. 17.

18. Every alteration which shall be made in the name of the general partners, in the nature of the business, or in the capital or shares thereof contributed, held or owned, or to be contributed, held or owned by any of the special partners, and the death of any partner, whether general or special, shall be deemed a dissolution of partnership, and notice thereof shall be registered and published by any special partner or his legal representative in the manner provided in the preceding section. 52 V. c. 4, s. 18.

19. In all cases not otherwise herein provided for, the members of limited partnerships shall be subject to all the liabilities and entitled to all the rights of general partners. 52 V. c. 4, s. 19.

PART. II.

GENERAL PARTNERSHIPS.

20. All persons carrying on, or who shall hereafter carry on, business together in copartnership in this Province as general partners, shall, previous to entering upon, establishing or continuing the joint business in this Province (except in the case of partnerships heretofore established, of which the certificate required by sections 14 and 15 of Chapter 97 of

The Consolidated Statutes, 1876, shall have heretofore been made, filed and published, as required by said Chapter 97), severally make and sign a certificate which shall contain the name or firm of the co-partnership and the names and respective places of residence of the different partners. C. S. c. 97, ss. 14 and 15.

21. The signatures to all certificates made and signed under the provisions of Part II. of this Chapter, shall be acknowledged or proved in the same manner and before the same persons as deeds of conveyances are required to be acknowledged; and all such certificates being so made signed and acknowledged, shall be forthwith filed in the office of the registrar of deeds for the respective county or counties where the co-partnership business is carried on. C. S. c. 97, s. 16.

22. On the occasion of a dissolution, or any change or changes in any co-partnership, a certificate shall be made and signed by the retiring, incoming, and other partner or partners, which certificate shall state the name of the retiring partner or partners, and the names and respective places of residence of the incoming partners, and which certificate shall be forthwith acknowledged and filed as hereinbefore mentioned. C. S. c. 97, s. 17.

23. The several registrars of deeds in and for the different counties in this Province are hereby required to receive and file all certificates produced to them, and duly acknowledged or proved according to the provisions of Part II. of this Chapter, and each said registrar of deeds respectively shall keep a book in which he shall enter the different co-partnership names or styles, and the names of the different members composing each co-partnership; and for filing and entering each certificate he shall be entitled to receive and take a fee of twenty-five cents, and such book shall at all times be open to inspection on payment of a fee of twenty cents for each inspection. C. S. c. 97, s. 18.

24. A copy of all such certificates shall, as soon as the same are filed, be published in the "Royal Gazette" for two consecutive weeks next following the filing thereof. C. S. c. 97, s. 19.

25.—(1) Any person or persons engaged, or who may hereafter engage in business as general partners in this Province neglecting or refusing to make, sign, acknowledge, file or publish such certificate as aforesaid shall forfeit and pay the sum of sixty dollars.

(2) In addition to the penalty provided in subsection (1) of this section, any person or persons engaged, or who may hereafter engage in business as general partners in this Province, neglecting or refusing to make, sign, acknowledge, file or publish such certificate as aforesaid, shall forfeit and pay the further sum of ten dollars per day for each and every day that such person shall so neglect or refuse, after notice so to do from any creditor or creditors of such firm, or from any person or persons having dealings or transactions therewith, or from the clerk of the peace in and for the county in which such certificate should be filed.

26.—(1) The penalties imposed in and by the last section shall and may be recovered by action of debt, to be brought in the name of the clerk of the peace in and for the county in which such certificate should be filed, against the co-partnership by its joint style, name, or firm, and in any such action judgment may be signed against such co-partnership by its joint name, style or firm, and execution issued thereupon against the persons or goods, chattels, lands and tenements of the firm; which execution may be levied respectively upon the bodies of such members thereof as are known, or upon their property; and all penalties recovered under Part II. of this Chapter shall be paid to the county treasurer of the county, for the uses and purposes of the said county where such certificate should have been filed. C. S. c. 97, s. 21.

(2.) It shall be the duty of the clerk of the peace to enforce the provisions of this Chapter, and he shall be paid by the county treasurer such portion of the penalties recovered under Part II. of this Chapter as may from time to time be fixed and determined by the County Council of the County in which such certificate should be filed.

27. Provided always, that nothing herein contained shall be construed or held as in any way to prejudice or affect the right of third parties against any co-partnership, or to limit or restrain the liability of the different members thereof. C. S. c. 97, s. 22.

28. In case of dissolution, addition, or alteration in the name of the firm, or of the parties composing any co-partnership, whose certificate has been filed in accordance with this Chapter, it shall be imperative that a certificate of such dissolution, addition or alteration, shall within thirty days after such dissolution, addition or alteration (without any notice required to be given to the said parties or any of them) be filed, registered and published as hereinbefore set forth for the filing of certificate of co-partnerships, and subject to the same penalties and forfeitures for non-compliance with this section as is provided by section 25 in case of failure to file the original certificate. C. S. c. 97, s. 23, *am.*

29. When a party may be desirous of proving the partnership in any suit in a Court of Law or Equity, he may produce in evidence a copy of the registry of such certificate certified by the registrar of the county where the same is registered, which copy shall be *prima facie* evidence of such partnership; provided always, that nothing herein contained shall prevent the parties from proving the partnership in the usual way. C. S. c. 97, s. 24.

30. Whenever the publication of any notice or certificate in any newspaper is required by this Chapter, and no such newspaper is published as herein required, such publication shall be made in the "Royal Gazette." C. S. c. 97, s. 25.

BRITISH COLUMBIA.

Revised Statutes, 1897.

CHAPTER 150.

PART II.

RESPECTING LIMITED PARTNERSHIPS.

Limited partnerships, how formed.

47. Limited partnerships for the transacting of any trading, manufacturing or mining business within the Province of British Columbia, may be formed by two or more persons, upon the terms with the rights and powers, and subject to the conditions and liabilities hereinafter mentioned, but the provisions of this Part shall not be construed to authorize any such partnership for the purpose of banking, or the construction or working of railways or making insurance. 1894, c. 36, s. 46.

Of whom to consist. Special and general partners.

48. Such partnerships may consist of one or more persons, who shall be called general partners, and of one or more persons who contribute in actual cash payments a specific sum as capital to the common stock, who shall be called special partners. 1894, c. 36, s. 47.

Liability of special partners.

49. Special partners shall not be liable for the debts of the partnership beyond the amounts by them contributed to the capital. 1894, c. 36, s. 48.

General partners to transact business and sign.

50. The general partners only shall be authorized to transact business and sign for the partnership, and to bind the same. 1894, c. 36, s. 49.

Partnership how formed

51. The persons desirous of forming such partnership shall make and severally sign a certificate, which shall contain—

(1) The name of firm under which the partnership is to be conducted;
(2) The general nature of the business intended to be transacted;
(3) The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their usual places of residence;
(4) The amount of the capital stock which each special partner has contributed;
(5) The period at which the partnership is to commence, and the period at which it will terminate. 1894, c. 36, s. 50.

Certificate, form, and attestation of

52. The certificate shall be in the words and to the effect of the form given in Schedule A to this Act, and shall be signed by the several persons forming the partnership, before a Notary Public, who shall duly certify the same. 1894, c. 36, s. 51.

Filing of certificate.

53. The certificate so signed and certified shall be filed in the office of the Registrar of the County Court of the County in which the principal place of business of the partnership is situate, and shall be recorded by him at full length in a book to be for that purpose kept and open to public inspection.

Fees for filing.

(1) The Registrar shall receive from the person filing the declaration, for the use of Her Majesty, the sum of two dollars. 1894, c. 36, s. 52.

Notice of partnership to be published in B. C. Gazette.

54. No such partnership shall be deemed to have been formed until a certificate has been made, certified, filed, and recorded as above directed, and notice thereof published in the "British Columbia Gazette": and if any false statement is made in such certificate, all the persons interested in the partnership shall be liable for all the engagements thereof as general partners. 1894, c. 36, s. 53.

Renewal or continuance to be filed, etc. Otherwise deemed general.

55. Every renewal or continuance of a partnership beyond the time originally fixed for its duration shall be certified, filed, advertised, and recorded in the manner herein required for its original formation; and every partnership otherwise renewed or continued shall be deemed a general partnership.

Fees for renewal.

(1) The Registrar shall receive for the use of Her Majesty a fee of fifty cents for every such renewal or continuance. 1894, c. 36, s. 54.

Alteration in names of partners or nature of business deemed dissolution.

56. Every alteration made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership, and every such partnership in any manner carried on after any such alteration has been made, shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the next preceding section. 1894, c. 36, s. 55.

Business to be conducted in a firm-name, in which name of special partner not to appear.

57. The business of the partnership shall be conducted under a firm-name in which, or in connection with which, the name of a special partner shall not under any circumstances appear or be used; and if the name of a special partner so appears or is so used, he shall *ipso facto* be and be deemed to be a general partner. 1894, c. 36, s. 56.

Actions in relation to the business of the partnership, how brought.

58. Actions in relation to the business of the partnership may be brought and conducted by and against the general partners in the same manner as if there were no special partner. 1894, c. 36, s. 57.

Capital stock contributed by special partner not to be withdrawn by him or received as dividends, etc., but he may receive annual interest and his proportion of the profits.

59. No part of the sum which a special partner has contributed to the capital stock shall be withdrawn by him, or paid or transferred to him in the shape of dividends, profits, or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest does not reduce the original amount of the capital; and if, after the payment of such interest, any profits remain to be divided, he may also receive his portion of such profits. 1894, c. 36, s. 58.

If special partner receives part of original capital as interest, etc. he shall re-pay

60. If it appears that by the payment of interest or profits to a special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of the deficient capital with interest. 1894, c. 36, s. 59.

Special partner may examine state and progress, etc., and advise; But shall not conduct the business nor act as agent, etc. If he does, deemed general partner.

61. A special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise; and if he interferes contrary to these provisions, he shall be deemed a general partner. 1894, c. 36, s. 60.

General partners shall account to each other and special partners.

62. The general partners shall be liable to account to each other and to the special partners for their management of the concern in like manner as other partners. 1894, c. 36, s. 61.

In insolvency, special partners deferred to other creditors.

63. In case of the insolvency or bankruptcy of the partnership, no special partner shall, under any circumstances, be allowed to claim as a creditor until the claims of all the other creditors of the partnership have been satisfied. 1894, c. 36, s. 62.

Notice of dissolution to be filed and published.

64. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation or in the certificate of its renewal, until a notice of such dissolution has been filed in the office in which the original certificate was recorded, and has been published once in each week for three weeks in a newspaper published in the County or District where the partnership has its principal place of business, if there be a newspaper published there, and for the same time in the "British Columbia Gazette." 1894, c. 36, s. 63.

Application of Part I.

65. Save as hereinbefore provided for in this Part, limited partnerships shall be governed by the provisions, so far as applicable, of Part I. of this Act. 1894, c. 36, s. 64.

PART III.

RESPECTING REGISTRATION OF GENERAL PARTNERSHIPS.

Members of general partnership to make declaration. Provisions in case partner absent at time of making declaration.

66. (1.) All persons now associated in or hereafter entering into a general partnership for trading, manufacturing, or mining purposes, shall cause to be delivered to the Registrar of the County Court of the County in which they carry or intend to carry on business, a declaration in writing, signed by the several members of such firm.

(2.) If, however, any of the said members are absent from the place where they carry or intend to carry on business at the time of making the declaration, then the declaration shall be signed by the members present in their own names and also for their absent co-members, under their special authority to that effect, and such special authority shall be at the same time filed with the Registrar and annexed to the declaration. 1894, c. 36, s. 65.

Form of declaration, etc., and what it shall contain.

67. The declaration shall be in the form or to the effect of Schedule B to this Act, and shall contain the names, surnames, additions, and residences of each and every partner as aforesaid, and the firm-name, and shall state also the time during which the firm has existed or is to exist, and declare that the persons therein named are the only members of such firm. 1894, c. 36, s. 66.

Declaration filed, when.

68. The declaration shall, in the case of firms formed after the coming into force of this Act, be filed within three months next after the formation of the firm, and in the case of firms existing at the time of the coming into force of this Act, within three months after the coming into force of the Act. 1894, c. 36, s. 67.

Declaration on change and alteration in firm.

69. A similar declaration shall in like manner be filed when and so often as any change or alteration takes place in the membership of the firm, or in the firm-name, or in the case of any member of the firm ceasing to reside in the Province; and every new declaration shall state the alteration in the membership of firm or in the firm-name. 1894, c. 36, s. 68.

Allegations in declaration not controvertible against certain parties.

70. The allegations made in the declarations aforesaid shall not be controvertible as against any party by any person who has signed the same, nor as against any party not being a member of the firm by any person who has signed the same, or who was really a member of the firm therein mentioned at the time the declarations were respectively made. 1894, c. 36, s. 69.

Until new declaration made, deemed to be a partner.

71. Until a new declaration is made and filed by him or by his partners, or any of them as aforesaid, no such signer shall be deemed to have ceased to be a partner; but nothing herein contained shall exempt from liability any person who, being a partner, fails to declare the same as already provided; and such person may, notwithstanding such omission, be sued jointly with the partners mentioned in the declaration, or they may be sued alone, and if judgment is recovered against them, any other partner or partners may be sued jointly or severally in an action on the original cause of action upon which the judgment was rendered; nor shall anything in this Part be construed to affect the rights of any partners with regard to each other, except that no declaration as aforesaid shall be controverted by any signer thereof. 1894, c. 36, s. 70.

Partners may be sued.

Certificate of dissolution.

72. Upon the dissolution of a firm, any or all of the persons who composed the firm, may sign a declaration certifying the dissolution of the firm; such declaration may be in the form of Schedule C to this Act. 1894, c. 36, s. 71.

If declaration not filed in certain cases, action may be brought against one without naming the others, under firm-name.

73.—(1.) If any persons are associated as partners for trading, manufacturing, or mining purposes, and no declaration is filed under this Part with regard to such partnership, then any action which might be brought against all the members of the firm may also be brought against any one or more of them, as carrying on or having carried on business jointly with others, without naming such others in the writ, or plaint, or other process, under the name and style of their said partnership or firm; and if judgment be recovered against him or them, any other partner or partners may be sued jointly or severally on the original cause of action on which such judgment is rendered.

Where action brought on instrument in writing.

(2.) If any such action be founded on any obligation or instrument in writing in which all or any of the partners bound by it are named, then all the partners named therein shall be made parties to such action, and a judgment rendered against any member of such existing firm for a firm debt or liability, may be executed by process of execution against all and

every the firm stock, property, and effects in the same manner and to the same extent as if such judgment had been rendered against such firm. 1894, c. 36, s. 72.

Every person trading under firm-name implying plurality of partners to file declaration.

74. Every person who is engaged in business for trading, manufacturing, or mining purposes, and who is not associated in partnership with any other person or persons, but who uses as his business style some name or designation other than his own name, or who in such style uses his own name with the addition of "and Company," or some other word or phrase indicating a plurality of members in the firm, shall cause to be delivered to the Registrar of the County Court of the County in which such person carries on or intends to carry on business, a declaration in writing signed by such person. 1894, c. 36, s. 73.

What such declaration shall contain.

75. Such declaration shall contain the name, surname, addition, and residence of the person making the same, and the name, style, or firm under which he carries on or intends to carry on business, and shall also state that no other person is associated with him in partnership; and such declaration shall be filed in existing cases within three months of the coming into force of this Act, and in other cases within three months of the time when such style is first used. 1894, c. 36, s. 74.

Penalty for breach of this Part.

76. Every member of a firm or other person required to register a declaration under the provisions of this Part, who fails to comply with the requirements of this Part, shall forfeit the sum of one hundred dollars, to be recovered before any Court of competent jurisdiction by any person suing as well in his own behalf as on behalf of Her Majesty; and half of such penalty shall belong to the Crown for the uses of the Province, and the other half to the party suing for the same, unless the action is brought, as it may be, on behalf of the Crown only, in which case the whole of the penalty shall belong to Her Majesty for the uses aforesaid. 1894, c. 36, s. 75.

Registrar to enter declarations in Firm Declaration Book.
Open to public.
Fees, etc.

77. It shall be the duty of the Registrar to enter all declarations made under this Part in the order in which the same are received in a book to be kept by him for that purpose, to be called the "Firm Declaration Book," which shall at all times during office hours be open to the inspection of the public; and for registering each such declaration the Registrar shall be entitled to receive from the person filing the same the sum of one dollar, if it does not contain more than two hundred words, and at the rate of twenty cents per hundred words for all above the number of two hundred. 1894, c. 36, s. 76.

Registrar to keep index books.

78. It shall be the duty of each Registrar to keep two alphabetical index books of all declarations delivered to him in pursuance of the provisions of this Part. 1894, c. 36, s. 77.

What indices to contain.

79. In one of such books, hereinafter called the "Firm Index Book," the Registrar shall enter in alphabetical order the style of the respective firms, in respect to which declarations have been delivered to him, and shall place opposite such entry the names of the person or persons composing such firm, and the date of the receipt by him of the declaration, in the manner shown in the form of "Firm Index Book" given in Schedule D to this Act. 1894, c. 36, s. 78.

80. In the second of such books hereinafter called the "Individual Index Book," the Registrar shall enter in alphabetical order the names of the respective members of each of such firms, and shall place opposite such entry the style of the firm of which such person is a member, and the date of the receipt of the declaration, in the manner shown in the form of "Individual Index Book," given in Schedule E to this Act. 1894, c. 36, s. 79.

Fees for searching, etc.

81. The Registrar shall receive the following fees for the use of the Province:—

For searching in Firm Declaration Book—each declaration, five cents;
For searching in Firm Index—each firm, ten cents;
For searching in Individual Index—each name, ten cents;
For each certificate when required, twenty-five cents.

1894, c. 36, s. 80.

SUPPLEMENTAL.

Books to be furnished by Queen's Printer.

82. All the books required for the purposes of this Act shall be furnished by the Queen's Printer. 1894, c. 36, s. 81.

Rules of equity and common law.

83. The rules of equity and of common law applicable to partnership shall continue in force except so far as they are inconsistent with the express provisions of this Act. 1894, c. 36, s. 82.

Not to apply to mining partnerships under Mineral and Placer Mining Acts.

84. This Act does not apply to mining partnerships within the purview of the "Mineral Act," or of the "Placer Mining Act." 1894, c. 36, s. 84.

When the Act comes into force.

85. This Act shall come into operation on the first day of July, one thousand eight hundred and ninety-four. 1894, c. 36, s. 85.

Schedule A

SCHEDULE A.

CERTIFICATE OF LIMITED PARTNERSHIP.

We, the undersigned, do hereby certify that we have entered into co-partnership under the style or firm of (*B. D. & Co.*) as (*Grocers and Commission Merchants*), which firm consists of (*A. B.*), residing usually at , and (*C. D.*), residing usually at , as General Partners; and (*E. F.*), residing usually at , and (*G. H.*), residing

usually at , as Special Partners. The said (*E. F.*) having contributed (*$4,000*) and the said (*G. H.*) (*$8,000*) to the capital stock of the said partnership.

The said partnership commences on the day of , 18 , and terminates on the day of ,18 .

(*Signed*) *A. B., C. D., E. F., G. H.*

Dated this day of , 18 .

Signed in the presence of me, }
N. P. }

1894, c. 36, Sch. A.

Schedule B.

SCHEDULE B.

DECLARATION OF PARTNERSHIP.

Province of British Columbia, }
County of }

We, of in (*occupation*), and of in (*occupation*), hereby certify:

1. That we have carried on and intend to carry on trade and business as at in partnership, under the name and firm of

[*Or* I (*or* we), the undersigned, of in hereby certify that I (*or* we) have carried on and intend to carry on trade and business as at in partnership with *C. D.*, of and *E. F.*, of], (*as the case may be*).

2. That the said partnership has subsisted since the day of , 18 .

3. And that we [*or* I (*or* we) and the said *C. D.* and *E. F.*] are and have been since the said day the only members of the said partnership.

Witness our hands at this day of , 18

1894, c. 36, Sch. B.

Schedule C

SCHEDULE C.

DECLARATION OF DISSOLUTION OF PARTNERSHIP.

Province of British Columbia, }
County of }

I, , formerly a member of the firm carrying on business as , in the County of , under the style of do hereby certify that the said partnership was on the day of dissolved.

Witness my hand at , the day of 18

1894, c. 36, Sch. C.

Schedule D.

SCHEDULE D.

Style of Firm.	Names of Persons Composing the Firm.	Date of Filing Declaration.
Abbott, Black & Co.	George Abbott, John Black, Edward Cook	10th Feb., 1891.
Bernard, Green & Jones	John Bernard, Edward Green, John Jones	12th Feb., 1891.
Cook (Thos.) & Co.	Thomas Cook, James Wilson...	14th Feb., 1891.
Dadson, William	Wm. Dadson, Thos. Jones, Robt. Watson, &c.	14th Feb., 1891.
Dick & Co.	Richard Dick	15th May, 1892.
Dow (Wm.) & Sons	William Dow	19th May, 1892.

Schedule E.

SCHEDULE E.

Name of Individual.	Style of Firm of which a Member.	Date of Filing Declaration.
Abbott, George	Abbott, Black & Co.	10th Feb., 1891.
Black, John	Abbott, Black & Co.	10th Feb., 1891.
Bernard, John	Bernard, Green & Jones	12th Feb., 1891.
Cook, Edward	Abbott, Black & Co.	14th Feb., 1891.
Cook, Thomas	Thomas Cook & Co.	14th Feb., 1891.
Dadson, William	William Dadson	14th Feb., 1891.
Dick, Richard	Dick & Co.	15th May, 1892.
Dow, William	Wm. Dow & Sons	19th May, 1892.

PRINCE EDWARD ISLAND.

AN ACT RELATING TO PARTNERSHIPS.

Passed April 29, 1876.

BE it enacted by the Lieutenant-Governor, Council and Assembly, as follows:—

1. All persons composing a partnership now formed or hereafter to be formed, for the transaction of all mercantile, mechanical, or manufacturing business in this Province, except banking or insurance, shall make and severally sign a certificate in the presence of one or more witnesses, which shall contain the name of the firm of the partnership: the names and respective places of residence of the partners, the general nature of the business to be transacted, and the time when the partnership is to commence or has commenced, and when the partnership shall terminate, which certificate shall be in form of the schedule hereto annexed marked (A).

2. In case of a partnership hereafter to be formed, such partnership shall not be deemed to have been formed until a certificate made as aforesaid, shall be registered in the office of the Prothonotary or Deputy Prothonotary of the Supreme Court, in the County wherein the business of such partnership shall be carried on, in a book for that purpose, to be kept in the office of the said Prothonotary in Queen's County, and the offices of the Deputy Prothonotaries in Prince and King's Counties, respectively, which said books shall be open to public inspection, the said certificate having been first proved by the acknowledgment of the several partners, or on the oath of the subscribing witness thereto, before the Prothonotary or Deputy Prothonotary of either of the said Counties, or before a Commissioner for taking affidavits in the Supreme Court, and no suit or action shall be brought in any Court in this Province for any debts due the partnership until a certificate shall be made and registered as aforesaid.

3. In case of a partnership already formed and not terminated, no suit or action in any Court in this Province shall be brought in the name of the persons composing such partnership, for the recovery of any debt due the partnership until a certificate shall be registered as aforesaid.

4. Every such partnership so making and registering a certificate as aforesaid shall be held to continue until a certificate made and acknowledged as aforesaid, by the partner or partners desirous of being discharged from further liability is registered as in the first instance, declaring such termination or dissolution of said partnership or the withdrawal of any of the partners therefrom, which said last-mentioned certificate shall be in the form of the schedule hereto annexed marked (B).

5. No dissolution of such partnership shall take place except by operation of law, unless a notice thereof shall be registered in the same manner as the original certificate, and unless such notice shall be published for three weeks in the "Royal Gazette" newspaper, and in at least one other newspaper published in this Province.

6. Whenever any partnership or firm now formed or hereafter to be formed, shall admit any new member into such firm or partnership or whenever any member in such firm shall retire therefrom, and another person shall be admitted into such firm or partnership, in the place of the member who shall so retire, then the said firm or partnership shall file in the office of the Prothonotary or Deputy Prothonotary for the County wherein such partnership business shall be carried on in this Province, a certificate in writing under the hands of the members of such firm, or in case the business of such firm shall be transacted by a manager or managers then under the hand of such manager or managers in form of the Schedule or certificate hereto annexed, marked (C).

7. Any person so admitted a member in such partnership as mentioned in Section 6 of this Act, shall not be considered as between himself and the members of such firm a member of, or have any interest or share in such firm or partnership, until such certificate as is mentioned in said Section 6 of this Act, shall have been duly filed in the office of the Prothonotary or Deputy Prothonotary in the County wherein such partnership business is carried on.

8. Any person who shall become a member or partner in any firm or partnership in case a certificate, as in Section 6 of this Act is mentioned, shall not be filed, shall be liable for any debts contracted by such firm while he was connected therewith as fully and effectually to all intents and purposes as if all requirements of Section 6 of this Act had been fully complied with to constitute such person a member of such firm.

9. The ordinary notices required in case of the dissolution of any such partnership, to relieve any member thereof from liability from the debts incurred by such partnership shall not hereby be dispensed with, and the provision in this Act respecting dissolution shall be required over and above any notices in such cases necessary before the passing of this Act.

10. The Prothonotary or Deputy Prothonotary for the respective Counties of the said Province, shall be entitled to receive a sum of fifty cents for registering every certificate and copy certificate as hereinbefore mentioned under this Act, and the sum of twenty-five cents for registering every notice of dissolution as aforesaid under this Act, and no more, which amount shall be paid by him into the Treasury for the use of the Provincial Government.

SCHEDULE A (Certificate).

NAME OF PARTNERSHIP FIRM.

Names of Partners.	Residence.	Date of Commencement of Partnership.	When Partnership to terminate

(*General nature of business.*)

As witness our hands this day of , A.D. 187 .

A. B.
C. D.

Signed in presence of

SCHEDULE B.

This is to certify that the partnership heretofore existing between the undersigned, carrying on business under the style and firm of has on this day of , A.D. 18 been dissolved, (here state the fact whether by mutual consent or retiring of a partner or partners).

Dated this day of , A.D., 18 .

Signed in the presence of

SCHEDULE C.

(*Name of firm*) have this day of , 18 , admitted a partner or a member in our firm.

Dated this day of , A.D. 18 .

Signed in presence of

AN ACT RELATING TO LIMITED PARTNERSHIPS.

Passed April 17, 1862.

BE it enacted by the Lieutenant-Governor, Council and Assembly as follows:—

1. Limited partnerships for the transaction of all mercantile, mechanical or manufacturing business, except banking or insurance, may be formed by two or more persons.

2. Such partnerships may consist of two or more general partners, who shall be jointly and severally responsible, as partners now are by law, and also of any other persons who shall contribute to the common stock a specific sum in actual cash payments as capital, who shall be called special partners, and shall not be personally liable for any debts of the partnership, except in the cases hereinafter mentioned.

3. The persons forming such partnerships shall make and severally sign a certificate, which shall contain the name or firm of the partnership, the names and respective places of residence of the general and special partners, distinguishing the general from the special, the amount of capital each special partner has contributed, the general nature of the business to be transacted, and the time when the partnership is to commence and terminate.

4. No such partnership shall be deemed to have been formed, until a certificate, made as aforesaid, shall be acknowledged by the partners before a Justice of the Peace, and registered in the office of the Prothonotary, or Deputy Prothonotary of the Supreme Court for the County, wherein their principal place of business shall be situate, in a book to be kept for that purpose, open to the public inspection; and if the partnership shall have places of business situate in different Counties, a copy thereof, certified by the Prothonotary, or Deputy Prothonotary for the County where registered, shall also be registered in such Counties; and if any false statement shall be made in such certificate, all the persons interested in the partnership shall be liable as general partners for all the engagements thereof.

5. The partners shall, for three months immediately following such registry, publish a copy of the certificate above-mentioned, in the "Royal Gazette" newspaper of the said Island; if such publication be not so made, the partnership shall be deemed general.

6. Every such partnership shall be held to continue on the original terms, unless the partners, or any one of them, desire to be discharged from further liability, in which case a certificate shall be signed, acknowledged and registered, as in the first instance, declaring their withdrawal from the concern.

7. The business of the partnership shall be conducted by the general partners, under such designation as they shall adopt; and if the name of any special partner shall be used in

such firm, with his consent or privity, or if he shall personally make any contract respecting the concerns of the partnership, with any person except the general partners, he shall be deemed and treated as a general partner.

8. During the continuance of any such partnership, no part of the capital stock thereof shall be withdrawn, nor any division of interest or profits be made, so as to reduce such capital stock below the sum stated in the certificate before mentioned; and if at any time during the continuance, or at the termination of the partnership, the assets shall not be sufficient to pay the partnership debts, then the special partners shall severally be responsible for all sums by them in any way received from such partnership, with interest thereon from the time when they were so withdrawn respectively.

9. No general assignment by such partnership in case of insolvency, or insufficiency of assets for the payment of their debts shall be valid, unless it shall provide for a distribution of the partnership property among all the creditors, in proportion to the amount of their several claims, and notice thereof to be given in the "Royal Gazette" newspaper of the said Island; and the creditors within forty days after such publication do not dissent therefrom, in writing; but debts due to Her Majesty shall first be paid or secured.

10. All suits respecting the business of such partnership shall be prosecuted by and against the general partners only, except in those cases where special partners shall be held severally responsible on account of any sums by them received from the common stock as aforesaid, or in which by the provisions of this Act special partnerships shall be deemed general.

11. No dissolution of such partnership shall take place, except by operation of law, unless a notice thereof shall be registered in the same manner as the original certificate, and unless such notice shall be published for six successive weeks in the "Royal Gazette" newspaper of the said Island.

12. In all cases not otherwise herein provided for, the members of limited partnerships shall be subject to all the liabilities, and entitled to all the rights of general partners.

13. A certificate of the dividend or interest, or profits made from any such partnership to the special partners, shall as often as the same shall happen, be signed and sworn to by one or more of the general partners, setting forth the amount of the actual cash payments originally subscribed and paid by the special partners, and the dividend or profits and sums of money declared payable under such statement, to each of all the partners, which certificate shall be registered in the office of the Prothonotary, or the Deputy Prothonotary for the County in which the general partners reside, or wherein the business is conducted, but no such dividend shall be declared for any period less than one year.

14. The amount of profits or dividends declared under the certificate mentioned in the last preceding section, shall be deemed to be *prima facie* evidence of the sums of money received by the parties for the purposes of the eighth section.

15. The Prothonotary and Deputy Prothonotaries, respectively, shall each be entitled to receive the sum of three shillings and sixpence for registering every such certificate, and copy certificate as hereinbefore mentioned, and the sum of one shilling for every notice of dissolution, as aforesaid, and no more.

North-West Territories.

An Ordinance Respecting Partnerships.

The Lieutenant-Governor by and with the advice and consent of the Legislative Assembly of the Territories enacts as follows:—

Registration of Co-Partnerships.

1. All persons associated in partnership for trading, manufacturing or mining purposes in the Territories shall cause to be filed in the office of the Registration Clerk of the registration district for registration of chattel mortgages and other transfers of personal property in the Territories in which they carry on or intend to carry on business a declaration in writing signed by the several members of such partnership: Declaration of partnerships to be filed in certain cases.

Provided however that if any of the said members be absent from the place where they carry on or intend to carry on business at the time of making such declaration, then such declaration shall be signed by the members present in their own names and also for their absent co-members under their special authority to that effect; such special authority to be at the same time filed with the said Registration Clerk and annexed to such declaration. Where parties absent.

2. Such declaration shall be in the Form A in the schedule to this Ordinance, and shall contain the names, surnames, additions and residences of each and every partner or associate as aforesaid, and the name, style or firm under which they carry on or intend to carry on such business, and stating also the time during which the partnership has existed and is to exist, also declaring that the persons therein named are the only members of such co-partnership or association. Contents of declaration.

3. Such declaration shall be filed within six months next after the formation of any such partnership and a similar declaration shall in like manner when and so often as any Time for filing declaration.

Changes in firm.

change or alteration of partnership takes place in the membership of such partnership or in the name, style or firm under which they intend to carry on business or in the place of residence of each member of said firm, and every new declaration shall state the alteration in the partnership.

Person using trade name Registration.

Individual using trade name.

4 Every person engaged in business for trading, manufacturing or mining purposes, and who is not associated in partnership with any other person or persons but who uses as his business style some name or designation other than his own name, or who in such business uses his own name with the addition of "and company" or some other word or phrase indicating a plurality of members in the firm shall cause to be filed as aforesaid a declaration of the fact in writing signed by such person.

Contents of individual declaration.

5. The declaration last aforesaid shall contain the name, surname, addition and residence of the person making the same and the name, style or firm under which he carries on or intends to carry on business and shall also state that no other person is associated with him in partnership, and the same shall be filed within six months of the time when such style is first used.

Registration Books.

Registration books.

6. It shall be the duty of the Registration Clerk aforesaid to keep two alphabetical index books of all declarations of co-partnership filed in his office in pursuance of the provisions hereof.

"Firm index book."

7. In one of such books, hereinafter called the "Firm index book," the Registration Clerk shall enter in alphabetical order the style of the respective firms in respect of which declarations have been filed in his office, and shall place opposite each entry the names of the person or persons composing such firm and the date of the receipt by him of the declaration in the manner shown in Form B in the schedule to this Ordinance.

"Individual index book."

8. In the second of such books, hereinafter called the "Individual index book," the said Registration Clerk shall enter in alphabetical order the names of the respective members of each of such firms and shall place opposite such the style of the firm of which such person is a member and the date of the receipt of the declaration in the manner shown in Form C in the schedule to this Ordinance.

Penalty for Non-registration.

Failure to comply with Ordinance.

9. Each and every member of any partnership or other persons required to register a declaration under the provisions of this Ordinance who fails to comply with the requirements aforesaid shall forfeit the sum of one hundred dollars, to be recovered before any Court of competent jurisdiction by any person suing as well on his own behalf as on behalf of Her Majesty; and half of such penalty shall belong to the general revenue fund of the Territories and the other half to the party suing for the same unless the suit be brought as it may be by the Attorney-General on behalf of Her Majesty only, in which case the whole of the penalty shall belong to the Territories aforesaid.

Binding effect of declaration.

10. The allegations made in the declaration aforesaid cannot be controverted by any person who has signed the same, nor can they be controverted as against any party not being a partner by a person who has not signed the same but who was really a member of the partnership therein mentioned at the time such declaration was made.

Liability of persons signing declaration. Failure to declare does not exempt from liability.

11. Until a new declaration is made and filed by him or by his co-partners or any of them as aforesaid no such signer shall be deemed to have ceased to be a partner; but nothing herein contained shall exempt from liability any person who being a partner fails to declare the same as already provided and such person may notwithstanding such omission be sued jointly with the partners mentioned in the declaration or they may be sued alone, and if judgment is recovered against them any other partner or partners may be sued jointly or severally in an action on the original cause of action upon which said judgment was rendered, nor shall anything in this Ordinance be construed to affect the rights of any partners with regard to each other except that no such declaration as aforesaid shall be controverted by any signer thereof.

Partners' rights *inter se.*

Declaration of Dissolution.

Declaration of dissolution.

12. Upon the dissolution of any partnership any or all of the persons who compose such partnership may sign and file a declaration certifying the dissolution of the partnership in the Form D in the schedule to this Ordinance.

Registration Fees.

Fees

13. The said Registration Clerk shall be entitled for filing a declaration under this Ordinance to a fee of fifty cents, and for searches made in each of such books the following fees and no more:—

For searching in the firm index book, each firm, $0.10.
For searching in the individual index book, each name, $0.10.
For each certificate, when required, $0.25.

SCHEDULE.

FORM A.

DECLARATION OF CO-PARTNERSHIP.

North-West Territories, } We,

of , in (*occupation*) and of (*occupation*) hereby certify:

1. That we have carried on and intend to carry on trade and business as at in partnership under the name and firm of (*or* I *or* we) the undersigned of in hereby certify that I (*or* we) have carried on and intend to carry on trade and business as at in partnership with of and of (*as the case may be*).

2. That the said partnership has subsisted since the day of one thousand .

3. And that we (*or* I *or* we) and the said and are and have been since the said day the only members of the said partnership.

Witness our hands and seals at this day of one thousand .

FORM B.

FIRM INDEX BOOK.

Style of Firm.	Names of Persons composing the Firm and their Residences.	Date of Filing Declaration.
John Smith & Co.	John Smith, Moose Jaw; Edward Ives, Regina	15th September, 1889.
James Abbott & Son	James Abbott, Calgary; George Abbott, Calgary	10th September, 1889.
Bernard & Johnson	Arthur Bernard, Troy; Alexander Johnson, Troy.	1st March, 1889.

FORM C.

INDIVIDUAL INDEX BOOK.

Name of Individual and Residence.	Style of Firm of which a Member.	Date of Filing Declaration.
Abbott, James, Calgary	James Abbott & Son	10th September, 1889.
Abbott, George, Calgary	„ „	„ „
Bernard, Arthur, Troy	Bernard & Johnson	1st March, 1889.
Johnson, Alex., Troy	„ „	„ „

FORM D.

DECLARATION OF DISSOLUTION OF PARTNERSHIP.

North-West Territories, } I,

formerly a member of the firm of carrying on business as at in the of under the style of , do hereby certify that the said partnership was on the day of dissolved.

Witness my hand at the day of , one thousand .

CAPE OF GOOD HOPE.

ACT TO amend the "Act to Limit the Liability of Certain Members of Certain Partnerships. No. 24 of 1861."*

(*Assented to 13th August*, 1906.)

WHEREAS it is expedient that the limitation of the liability of partnerships registered under the Special Partnerships' Limited Liability Act, 1861, should be made public for the protection of creditors and others dealing with such partnerships, and that the aforesaid Act be

* The Act No. 24 of 1861 is almost verbally reproduced in the Natal Law No. 1 of 1865, printed below. The only substantial differences between the two laws are there noted.

amended accordingly, be it enacted by the Governor of the Cape of Good Hope, with the advice and the consent of the Legislative Council and House of Assembly thereof as follows:—

1. All limited partnerships registered under the aforesaid Act shall bear after their partnership name the word "Registered," which word shall form part of the partnership name.

2. Every partnership registered under the aforesaid Act shall paint or affix, and shall keep painted or affixed, its name on the outside of every office or place in which the business of the partnership is carried on, in a conspicuous place, and in letters easily legible, and shall have its name mentioned in legible characters in all notices and advertisements, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of such partnership, and in all bills of parcels, invoices, receipts and letters of credit of the partnership.

3. If any partnership under the aforesaid Act does not paint or affix and keep painted or affixed its name in manner directed by this Act, it shall be liable to a penalty not exceeding five pounds for every day during which such name is not so kept painted or affixed, and every partner who shall knowingly and wilfully authorize or permit such default shall be liable to the like penalty, and if any partner issues or authorizes the issue of any notice, advertisement or other official publication of such partnership, or signs or authorizes to be signed, on behalf of such partnership, any bill of exchange, promissory note, endorsement, cheque, order for money or goods, or issues or authorizes to be issued any bill of parcels, invoice, receipt, or letter of credit of the partnership, wherein its name is not mentioned in manner aforesaid, he shall be liable to a penalty of fifty pounds, and shall further be personally liable to the holder of any such bill of exchange, promissory note, cheque or order for money or goods for the amount thereof, unless the same is duly paid by the partnership.

4. This Act may be cited for all purposes as "The Special Partnerships' Limited Liability Amendment Act, 1906."

GOLD COAST.

Extract from the Insurance Frauds Ordinance, 1889.

Section 10. Every person who trades or carries on business under any name or style other than his own name shall on or before the first day of July, one thousand eight hundred and ninety, register his own name and every name or style under which and the place or places where he trades or carries on business, and he shall also from time to time afterwards register any and every other name or style under which and any and every change in the place or places where he trades or carries on business as and when such other name or style (if any) shall be assumed and such change (if any) shall take place; and every partnership firm shall on or before the date named register the true and proper names of the persons composing the firm, the name or style under which and the place or places where such partnership firm trades or carries on business, and shall also from time to time afterwards register any change or changes in the composition or membership of such firm and in the name or style under which and the place or places where such firm trades or carries on business as and when such change or changes (if any) shall take place, and such registration shall be made by the person or persons hereby required to make the same furnishing the particulars before-mentioned to the District Commissioner of the district where such person or persons is or are trading or carrying on business, and the said District Commissioner shall enter the particulars so furnished in a return to be made by him every six months after the first return, which shall be made before the end of July, one thousand eight hundred and ninety, to the Colonial Secretary, who shall cause all such returns to be forthwith published in the "Gazette." Any person who shall fail to comply with the provisions of this section shall be guilty of an offence, and shall on conviction be liable for a first offence to a fine which may extend to five pounds or in default of payment to be imprisoned for a period which may extend to one month, and for a second or any subsequent offence shall be liable to a fine which shall not be less than five pounds and shall not exceed twenty-five pounds or in default of payment to be imprisoned with or without hard labour for a period which shall not be less than one month nor more than three months.

JAMAICA.

16 Victoria, Chapter 21.

An Act to authorize Limited Partnerships throughout the Island.

Whereas it is desirable to encourage capitalists to embark their money in the business of commercial and other trading firms, and to share in the profits of such business without incurring responsibility beyond the amount of their subscribed capital: Be it therefore enacted by the Governor in Council, and Assembly of this Island, and it is hereby enacted by the authority of the same, that from and after the first day of July, one thousand eight hundred and fifty-three, limited partnerships may be established in this Island for the transaction of any mercantile, mechanical, agricultural, or manufactory business, by two or more persons, upon the terms, with the rights and powers, and subject to the conditions, limitations, restrictions, and liabilities herein mentioned: Provided always, that nothing herein contained shall be construed to authorize or empower any such limited partnership to be formed for the purpose of banking or making insurance.

Limited Partnership.

Proviso.

II. And be it further enacted, that such partnerships may consist of two or more persons, who shall be general partners, subject to the same liabilities and charges, and shall be entitled to the same benefits and advantages, as co-partners are now by law liable to, chargeable with, and entitled to, and of one or more persons who shall contribute, in actual cash payments, a specific sum, as capital, to the common stock, who shall be called special partners, but who shall not be liable for, nor chargeable with, the payment of the debts of the partnership, beyond the extent of the fund so subscribed by him or them to the capital of the co-partnership. Number, denomination, and liabilities of partners.

III. And be it further enacted, that the general partners only shall have power and authority to transact the business of, and sign for and bind, the partnership. Power of general partners.

IV. And be it further enacted, that the persons desirous of forming any such partnership as general partners shall make and severally sign a certificate, in the form to the Schedule of this Act marked with the letter A, which shall contain:— Persons desirous of forming partnership as general partners to make certificate.

First—The name or firm under which such partnership is to be conducted.

Second—The general nature of the business so to be transacted.

Third—The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their respective places of residence.

Fourth—The amount of capital which each special partner shall have contributed to the common stock.

Fifth—The period at which the partnership is to commence, and the period at which it will terminate.

V. And be it further enacted, that the certificate shall be acknowledged by the several persons signing the same (where such persons shall be resident in this Island) before a Judge of the Supreme Court or Assize Court, Chairman of Quarter Sessions, or Stipendiary Justice; and such acknowledgment shall be made and certified in the same manner as the acknowledgment or probate of the execution of a conveyance of land. Certificate to be acknowledged by persons signing same.

VI. And be it further enacted, that where a special partner shall be absent from this Island, the certificate shall be signed and acknowledged by his lawful attorney or attorneys duly constituted and appointed either by a special power or by a general power containing a special authority to act in the premises, before a Judge, Chairman of Quarter Sessions, or Stipendiary Justice, as aforesaid; and such acknowledgment shall be made and certified in the same manner, and shall have the same validity, as the acknowledgment or probate of the execution of a conveyance of land: Provided always, that before the certificate shall be so signed and acknowledged, the special power or general power of attorney, as the case may be, shall be duly recorded in the Secretary's Office of this Island. Signature by attorney.

VII. And be it further enacted, that with the original certificate with the evidence of the acknowledgment thereof as before directed, shall be filed and recorded an affidavit of one or more of the general partners, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock have been actually and in good faith paid in cash. Affidavit to be filed with certificate.

VIII. And be it further enacted, that the certificate so acknowledged and certified shall be filed in the office of the Island Secretary, and shall also be recorded by him at large in a separate book to be kept by him for that purpose, in like manner and at the same rate of charges as the other records in his office, and shall be kept open to public inspection; and a copy certified by the Island Secretary shall be evidence in all Courts and places of the facts therein contained. Certificate to be recorded.

IX. And be it further enacted, that no such partnership shall be deemed to have been formed under the provisions of this Act until a certificate, probate, and affidavit shall have been made, acknowledged, filed, and recorded. No partnership deemed to have been formed until certificate, &c., made, &c.

X. And be it further enacted, that if any person shall make any false statement in such certificate or affidavit, all the persons interested in such partnership shall be liable for all the engagements thereof as general partners; and the person making the affidavit shall be liable to all the pains and penalties of wilful and corrupt perjury. False statements in certificate.

XI. And be it further enacted, that the terms of the partnership, after the certificate, probate and affidavit shall have been so recorded and registered as aforesaid, shall be published for at least six weeks immediately after such recording and registration, in the JAMAICA GAZETTE BY AUTHORITY, or in case such "Gazette" shall cease to be published, then in such other newspaper or newspapers as the Commissioners of Public Accounts shall direct; and in default of such publication, the partnership shall be deemed and taken to be a general co-partnership. Terms of partnership to be made public.

XII. And be it further enacted, that every renewal, alteration, or continuance of such partnership beyond the time originally fixed for its duration, shall be certified, acknowledged, and recorded, and an affidavit made and filed, and notice given, in the same and like manner as herein required for the original formation of such partnership; and every such partnership which shall be renewed, altered, or continued without such re-registration shall be deemed and taken to be a general partnership. Renewal, &c., of partnership.

XIII. And be it further enacted, that every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership which shall in any manner be carried on after any such alteration shall have been made, shall be deemed and taken to be a general partnership, unless renewed as a special partnership, according to the provisions of this Act, in the manner herein described. What to be deemed a dissolution of partnership.

XIV. And be it further enacted, that the business of the partnership shall be conducted under a firm in which the names of all or some of the general partners only shall be used, without the addition of the word "company" or any other general term; and if the name of How partnership to be conducted.

any special partner shall be used in such firm with his privity or consent, he shall be deemed and taken to be a general partner.

Actions to be brought by and against general partners only.

XV. And be it further enacted, that actions and suits at law or in equity in relation to the business of the partnership may be brought and conducted by and against the general partners only, in the same manner as if there were no special partners.

Sum contributed by special partner not to be withdrawn, &c.

XVI. And be it further enacted, that no part of the sum which any special partner shall have contributed to the capital stock shall be withdrawn by him, or paid or transferred to him, in the shape of dividends, profits, or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if, after the payment of such interest, any profits shall remain to be divided, he may also receive his portion of such profits, and the same shall not be deducted from the principal paid by such partner.

Capital not to be reduced by payments to special partner.

XVII. And be it further enacted, that if it shall appear that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital, with interest thereon, from the time he received the same.

Special partner not to interfere in management.

XVIII. And be it further enacted, that a special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business in the name or on account of the partnership, nor be employed for that purpose, as agent, attorney, or otherwise; and if any such limited partner shall interfere, contrary to the provisions of this Act, he shall be deemed and taken to be a general partner.

General partners liable to account for each other and to special partners.

XIX. And be it further enacted, that the general partners shall be liable to account for each other, and to the special partners, for their management of the partnership, both in law and equity, in like manner as other partners now are liable to.

Partner guilty of fraud liable civilly and criminally.

XX. And be it further enacted, that every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable civilly, to the party injured, to the extent of his damage, and shall also be liable to an indictment for a misdemeanour, punishable by fine or imprisonment, or both, in the discretion of the Court by which he shall be tried.

Fraudulent assignments, &c., void.

XXI. And be it further enacted, that every sale, assignment, or transfer of any of the property or effects of such partnership, made by such partnership when insolvent, or in contemplation of insolvency, or after or in contemplation of the insolvency of any partner, with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnership; and every judgment confessed, lien created, or security given by such partnership, under the like circumstances, and with the like intent, shall be void, as against the creditors of such partnership.

Fraudulent assignment, &c., by individual partner void.

XXII. And be it further enacted, that every such sale, assignment, or transfer of any of the property or effects of a general or special partner made by such general or special partner when insolvent, or in contemplation of insolvency, or after or in contemplation of the insolvency of the partnership, with the intent of giving to any creditor of his own, or of the partnership, or preference over creditors of the partnership and every judgment confessed, lien created, or security given by any such partner, under the like circumstances and with the like intent, shall be void as against the creditors of the partnership.

Breach of any provision of last two sections.

XXIII. And be it further enacted, that every special partner who shall violate any provision of the two last preceding sections, or who shall concur in, or assent to, any such violation by the partnership, or by any individual partner, shall be liable as a general partner.

On dissolution special partner not to withdraw his capital until creditors satisfied.

XXIV. And be it further enacted, that on the dissolution, or in case of the insolvency or bankruptcy, of the partnership, no special partner shall, under any circumstances, be allowed to withdraw any part of his capital, or to claim as a creditor, until the claims of all the other creditors of the partnership, and all charges thereon, shall be fully paid and satisfied.

Provision as to dissolution.

XXV. And be it further enacted, that no dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation or in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded in the Secretary's office, and published once in each week, for four weeks, in the JAMAICA GAZETTE by AUTHORITY, or in case such "Gazette" shall cease to be published, then in such other newspaper as the Commissioners of Public Accounts shall direct.

FORMS REFERRED TO.

No. 1.

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP.

This is to certify, that we, whose names are severally undersigned, are desirous of forming a limited partnership, and

First,—That the name or firm under which such partnership is to be conducted is [here mention the name or firm as "George Thompson," or "Thompson & Black," as the case may be].

Second,—That the general nature of the business intended to be transacted by such partnership is as follows: [here insert the general nature and character of the business intended to be carried on].

Third,—That the names of all the general and special partners interested in the said co-partnership are as follows: [Here insert the names and places of residence of each partner, and specify which are general and which special partners, as thus—George Thompson, James Black, Henry Lloyd, and Alfred Smee; that the said George Thompson is a general partner, and his place of residence is in the City and Parish of Kingston; that the said James Black is a general partner, and his place of residence is also in the City and Parish of Kingston; that the said Henry Lloyd is a special partner, and his place of residence is in the City of London, in the County of Middlesex, in Great Britain; and that the said Alfred Smee is

a special partner, and his place of residence is also in the City of London, in the County of Middlesex, in Great Britain, or as the case may be].

Fourth,—That the amount of capital which each of the said special partners has contributed to the common stock of the said partnership is as follows:—[Insert as thus, or as the case may be:—The said Henry Lloyd, the sum of one thousand pounds sterling; and the said Alfred Smee the sum of five hundred pounds sterling].

Fifth, That the period at which the said partnership is to commence is the day of , one thousand eight hundred and fifty [Insert the date, which should be after the certificate is filed and recorded]; and the period at which the said partnership is to terminate is the day of , one thousand eight hundred and . [Insert the date.]

As witness our hands on this day of , one thousand eight hundred and .

(Signed) G. Thompson.
James Black.
Henry Lloyd.
Alfred Smee.

No. 2.

JUDGE'S CERTIFICATE.

Jamaica ss.

Be it remembered that on this day of one thousand eight hundred and personally came before me the above-named George Thomson and James Black, the persons described in, and who signed, the above certificate, and who severally acknowledged to me that they severally signed the said certificate.

(Signed) A. B., &c.

No. 3

JUDGE'S CERTIFICATE.

Jamaica ss.

Be it remembered that on this day of one thousand eight hundred personally came before me the true and lawful attorney of the above-named [the absentee special partner] the person named in, and who signed the name of the said [the special partner] to the above certificate as the true and lawful attorney of the said [the special partner] and who acknowledged to me that he signed the said certificate.

A. B., &c.

No. 4.

AFFIDAVIT TO BE FILED WITH THE CERTIFICATE.

Jamaica ss.

George Thompson, of the City and Parish of Kingston, maketh oath and saith, that he is one of the general partners named in the above written [or annexed] certificate, and that the several sums specified in the said certificate to have been contributed by each of the special partners in the said certificate named to the common stock of the said partnership in the said certificate also named, have been actually and in good faith paid in cash.

(Signed) G. Thompson.

Sworn, &c.

No. 5.

ADVERTISEMENT OF TERMS OF PARTNERSHIP.

[Publish the Certificate of formation of limited partnership, as recorded in the Secretary's Office.]

Law 16 of 1892.

A Law to amend the Limited Partnerships Law, 16 Vic., Ch. 21.

[14*th May*, 1892.]

Be it enacted by the Governor and Legislative Council of Jamaica, as follows:—

Preamble.

1. Section 2 of 16 Victoria, Chapter 21, is amended to the extent that such Partnerships may consist of one or more persons who shall be General Partners.

Section 2 of 16 Victoria, Chapter 21, amended.

2. The Certificate mentioned in Section 4 of the said Act may be acknowledged and proved abroad; and in amendment of Sections 5 and 6 of the said Act it is hereby provided that the said Certificate shall no longer be acknowledged and proved before the Officers in the said Sections mentioned, but shall be acknowledged and proved, whether within the Island

Certificates—how acknowledged and proved.

or abroad, before the same persons and subject to the same Provisions as is by Law provided in the case of deeds to be acknowledged and proved within the Island or abroad.

Provision as to Declarations.

3. Where in the said Act an affidavit is required to be made in proof of any fact a Declaration shall be substituted, and such Declaration may be made in this Island or abroad, by virtue of this Law, before such persons as are authorized to take Declarations under the Voluntary Declarations Law, 1884, or the British Statute the Voluntary Declarations Act, 1835, and notwithstanding anything in the said Law, such Declaration shall not be required to be filed but only recorded like other documents in the Island Record Office.

Publication in newspapers.

4. All the words in Section 11 of the same Act to the end thereof occurring after the words "the 'Jamaica Gazette by Authority'" are hereby repealed, and instead thereof the following shall be inserted:—"And in such two newspapers published in this Island as shall in each case be designated by the Attorney-General, by writing under his hand, and if such publication be not made the Partnership shall be deemed general."

Proof of publication.

5. Such designation and publication may be proved by Declaration made before a Justice of the Peace, and may be lodged with the Deputy Keeper of the Records, who shall preserve the same, and shall cause to be noted on the Record of the Certificate of Partnership the fact that due publication has been duly proved, and such Declaration or note shall be *primâ facie* evidence of such fact.

Section 25 of same Act, amended.

6. Section 25 of the same Act is amended by requiring that the Notice by that Section required to be advertised, besides being advertised in the "Jamaica Gazette," shall be also advertised in such two Newspapers published in the Island as shall be designated by the Attorney-General in manner hereinbefore provided, and proof of such designation and publication may be made by Declaration before a Justice of the Peace.

Extract from 7 Victoria, Chapter 47.

An Act to repeal the Third Victoria, chapter forty-six, and to regulate Banks, and persons trading as Bankers in this Island.

Be it enacted by the Governor, Council, and Assembly, and it is hereby enacted by the authority of the same, that from and after the passing of this Act, the Third Victoria, chapter

Vic. 3 cap. 46.

forty-six, entitled "An Act to regulate Banks in this Island," passed on the twenty-first day of December, one thousand eight hundred and thirty-nine, shall be, and the same is hereby, repealed.

Bankers to make annual return according to Schedule.

II. And be it enacted, that all persons united in covenants or co-partnership, and carrying on business as bankers, save and except banks established by Royal Charter, at the time of the passing of this Act, shall, on or before the first day of April next, and on the first day of April of each and every succeeding year, or within twenty days thereafter, or who shall carry on the trade or business of banking at any time after the passing of this Act, shall previous to issuing any bills or notes, and before they shall borrow, owe, or take up any money on their bills or notes, and also on the first day of April of each and every year, or within twenty days thereafter, make out an account or return, according to the form contained in the Schedule marked A to this Act annexed wherein shall be set forth the true names, title, or firm of such co-partnership, and also the names and places of abode of all the partners concerned or engaged in such co-partnership, as the same respectively shall appear on the books of such co-partnership, and the name or firm of every bank established by such co-partnership, and also the names and places of abode of two or more persons, members, of such co-partnership resident in this Island, who shall have been appointed Public Officers of such co-partnership, together with the title of office or other description of every such Public Officer respectively, in the name of any one of whom such co-partnership shall sue or be sued, as is hereinafter provided; and also the name of every town and place where any of the bills or notes of such co-partnership shall be issued by any such co-partnership or their agents; and every such account or return shall be delivered to the Commissioner of Stamps in Kingston, who shall cause the same to be filed and kept in his office, and make an entry and registry thereof personally, or by some person appointed by him, in a book to be kept for such purpose; which book all persons shall have liberty, at any time during office hours, to search and inspect, on payment of the sum of one shilling for every search.

Who to make out return.

III. And be it enacted, that the account or return aforesaid shall be made out by the Manager or other person, being one of the Public Officers appointed as aforesaid; and shall be verified by the oath of such Manager or other Public Officer, taken before any Justice of the Peace; and which oath any Justice of the Peace is hereby authorized and empowered to administer; and such account or return shall be filed and kept in the manner and for the purpose before-mentioned.

Further returns according to Schedule.

IV. And be it enacted, that the Manager or other Officer of any co-partnership shall, as often as occasion may render it necessary during the year, make out upon oath, in manner hereinbefore directed, and cause to be delivered to the Commissioner of Stamps as aforesaid, a further account or return, according to the form contained in the Schedule marked B to this Act annexed, of the name of every person who shall have been nominated or appointed a new or additional Public Officer of such co-partnership, and also of the name of every person who shall have ceased to be a member of such co-partnership; and also of the name of every person who shall have become a member of such co-partnership. either in addition to, or in the place or stead of, any former member thereof; and of the name of every new or additional town or place where such bills or notes are or are intended to be issued; and such further accounts or returns shall be filed and kept, and entered and registered at the Stamp Office in Kingston, in the manner hereinbefore required with respect to the original return hereinbefore directed to be made.

V. And be it enacted, that a copy of any such account or return filed or kept and registered at the Stamp Office as by this Act is directed, and certified to be a true copy under the hand of the Commissioner of Stamps for the City of Kingston, shall, in all proceedings, civil or criminal, and in all cases whatsoever, be received in evidence as proof of the appointment and authority of the Public Officers named in such account or return, and also of the fact that all persons named therein as members of such co-partnership were members thereof at the date of such account or return. Evidence.

VI. And be it enacted, that the Commissioner of Stamps for the time being in the City and Parish of Kingston shall deliver to any person making application to him for the same a certified copy of the aforesaid accounts or returns, receiving for his trouble the sum of ten shillings, and no more. Certified copies of returns.

XV. And be it enacted, that if any co-partnership or individual carrying on the trade or business of banking as aforesaid shall refuse or omit to make out the accounts or returns required to be made out by the second, fourth, and thirteenth sections of this Act, and to deliver the same as is hereinbefore directed, such co-partnership or individual shall, for each and every week during which default is made, forfeit the sum of five hundred pounds; and if any Manager or other Officer of any co-partnership, or Clerk of any banker, shall knowingly or wilfully make out or sign any false account or return required by this Act, or any account or return which shall not truly set forth all the several particulars required by this Act to be contained or inserted in such account or return, the co-partnership or individual by whom such Manager or other Officer or Clerk shall be employed shall, for every such offence, forfeit and pay the sum of five hundred pounds; and the Manager or other Officer or Clerk so offending shall, for every such offence, forfeit and pay the sum of one hundred pounds; and if any such Manager or other Officer or Clerk making out or signing any such account or return as aforesaid, shall knowingly and wilfully make a false oath of or concerning any of the matters to be therein specified and set forth, every such Manager or other Officer or Clerk so offending, and being thereof lawfully convicted, shall suffer pains and penalties as persons convicted of wilful and corrupt perjury are subject and liable to. Offences against Act.

XVI. And be it enacted, that all pecuniary penalties and forfeitures imposed by this Act, and for the recovery of which no provision has been made, shall be sued for in the Supreme Court of Judicature of this Island, and the trial to be had in the county in which the cause of action shall have arisen. Recovery of penalties.

XVII. And be it enacted, that the term "corporation" used in this Act shall be understood to mean such companies as have received charters under the sign manual of the Sovereign, or are carrying on business under an Act of the Legislature of this Island; and the term "co-partnership" shall mean such companies as carry on business without any Charter or Act of the Legislature, but under deeds of settlement entered into among the shareholders of stock in such companies. Definition of terms.

SCHEDULES REFERRED TO BY THIS ACT.

SCHEDULE A.

RETURN or ACCOUNT to be entered at the Stamp Office in Kingston, pursuant to an Act passed in the seventh year of the reign of Queen Victoria, entitled, "An Act to repeal the Third Victoria, chapter forty-six, and to regulate Banks, and persons trading as Bankers in this Island."

Firm or name of the banking co-partnership, *videlicet*, [set forth the firm or name].

Names and places of abode of all the partners concerned or engaged in such co-partnership, *videlicet*. [set forth all the names and places of abode].

Names and places of the bank or banks established by such co-partnership, *videlicet*, [set forth all the names and places].

Names and descriptions of the public officers of the said banking co-partnership, *videlicet*, [set forth all the names and descriptions].

Names of the several firms and places where the bills or notes of the said banking co-partnership are to be issued by the said co-partnership, or their agent or agents [set forth the names of all the towns and places].

A. B. of Manager, [or other Officer, describing the office] of the above co-partnership, maketh oath and saith that the above doth contain the name, style, and firm of the above co-partnership, and the names and places of abode of the several members thereof, and of the banks established by the said co-partnership, and the names, titles, and descriptions of the Public Officers of the said co-partnership and the names of the towns and place where the notes of the said co-partnership are to be issued, as the same respectively appears in the books of the said co-partnership, to the best of the information, knowledge, and belief of this deponent.

A. B.

Sworn before me, this day of , one thousand eight hundred and

C. D.

SCHEDULE B.

RETURN or ACCOUNT to be entered at the Stamp Office in Kingston, on behalf of [name the co-partnership] in pursuance of an Act passed in the seventh year of the reign of Queen Victoria, entitled, "An Act to repeal the Third Victoria, chapter forty-six, and to regulate Banks, and persons trading as Bankers in this Island."

Names of any new or additional Public Officers of the said co-partnership, *videlicet*, [A. B. in the room of C. D. deceased, or removed, as the case may be, setting forth every name].

Names of persons who have ceased to be members of such co-partnership, *videlicet*, [set forth every name, &c.].

Names of persons who have become new members of such co-partnership, *videlicet*, [set forth every name, &c.].

Names of every additional towns or places where bills or notes are to be issued [set forth additional towns or places].

A. B., Manager [or other Officer] of the above-named co-partnership maketh oath and saith, that the above doth contain the name and place of any and every person who hath become or been appointed a Public Officer of the above co-partnership, and also the name and place of abode of any and every person who hath ceased to be a member of the said co-partnership, and of any and every person who hath become a member of the said co-partnership, since the registry of the said co-partnership on the day of last, as the same respectively appear on the books of the said co-partnership, and to the best of the information, knowledge, and belief of this deponent.

A. B.

Sworn before me, this day of , one thousand eight hundred and

C. D.

MALTA.

EXTRACT FROM ORDINANCE No. XIII. OF 1857.

AN Ordinance enacted by the Governor of Malta, with the advice and consent of the Council of Government thereof, to amend and consolidate certain Laws relative to trade and traders.

TITLE V.

OF COMMERCIAL PARTNERSHIP.

How contracts are regulated.

34. Contracts of partnership are regulated by the Civil Law, by this Ordinance, and by the agreements between the parties.

Recognized partnership.

35. The Law recognizes three kinds of commercial partnership:—
Partnership under a common name;
Partnership *en commandite*;
Anonymous partnership.

SECTION I.

OF PARTNERSHIP UNDER A COMMON NAME.

A partnership-name.

36. A partnership under a common name is a firm formed by two or more parties for the purpose of carrying on trade under a partnership name.

Definition.

37. No name other than that of a partner can form part of the partnership-name, saving always the provision contained in Article 45.

Liabilities.

38. Any partner, unless precluded therefrom by the act of partnership, can trade under the partnership-name, can receive and pay on account of the firm, can bind the firm in favour of third parties, and can bind third parties in favour of the firm.

This provision shall not be applicable to matters which are foreign to the partnership, or forbidden to the partners by virtue of the act of partnership.

Obligation *in solidum*.

39. All partners under a common name, whose names are in the act of partnership shall be bound *in solidum* for every engagement of the partnership, although one only of the partners shall have signed, provided such engagement be under the partnership-name, and notwithstanding it be not proved that the transaction in question was for the common benefit; but if in the act of partnership there shall be appointed one or more managing partners, his or their signature under the partnership-name shall alone be binding on the other partners, even though it be not proved that the transaction in question was for the common benefit.

How proved.

40. A partnership under a common name shall be proved by means of a public act or of a private writing.

Nevertheless, the absence of a public act or of a private writing cannot be alleged against such third parties as had contracted in good faith with a firm publicly known.

Exhibition and publication.

41. An abstract from the act of partnership shall be exhibited in the Registry of the Commercial Court, and published by means of a notice in the "Borsa di Commercio," in the Government "Gazette," and in some other periodical paper.

Contents of the abstract.

42. The abstract from the act of a partnership under a common name, shall contain the names and surnames of the partners, and the name of the firm, with an indication whether the partnership be general or limited to some particular branch of trade, and, in the latter case, with the indication of such particular branch of trade; such abstract shall also indicate the partners authorized to conduct and manage the business and sign in the name of the partnership, shall state the time when the partnership shall commence and when it shall end, if the same shall have been agreed on by the partners; and generally the said abstract shall contain all such parts of the act of partnership as may tend to determine the rights of third parties against the partners.

Rights of action between partners.

43. Unless the provision contained in Article 41 be complied with, the partners shall not exercise against each other any action arising from their partnership, or any such action as they might have, by reason of their partnership, against third parties.

On the other hand, the non-observance of any one of the said formalities cannot be alleged against third parties.

General partnership.

44. Previously to the exhibition and publication contemplated in Article 41, a partnership under a common name shall be considered, so far as regards third parties, as a general partnership for all acts of trade, as constituted for an unlimited period of time, and as excluding no one of the partners from the right of management or of signing in the partnership-name.

If there be any difference between the abstract exhibited and the abstract published, the particulars which shall have been published shall alone have effect in regard to third parties.

Name of a dissolved partnership can be used.

45. The partnership-name of a dissolved firm can continue to be used by one or more persons either by virtue of an agreement with, or of a formal consent by, the party whose name formed part of the partnership-name, or even in case of a death, provided the heirs of the deceased shall not object. This circumstance shall be proved by a public act or by a private writing, an abstract whereof shall be exhibited and published in the manner prescribed in Article 41. And if the partnership-name shall continue to be used by two or more persons, the said abstract shall also be made in accordance with the provisions contained in Article 42; and in case of non-observance of such formalities, the provisions contained in Articles 43 and 44 shall become applicable.

Continuation can be proved.

46. Any continuation of partnership, after the expiration of the time for which the same was constituted, shall be proved by means of a declaration of the partners.

New agreements, &c.

47. The declaration contemplated in Article 46, and any other act conveying the dissolution of a partnership previously to the expiration of the time for which the same was constituted, and every change, retirement or cessation of partners, every new agreement or clause, and generally every innovation in a partnership with respect to the matters contemplated in Article 42, are subject to the formalities prescribed in Article 41; and in case of non-observance of such formalities, the provisions contained in Article 43, as well as those contained in Article 44, in cases of a continuation of a partnership, shall likewise be applicable.

Dissolution of partnerships.

48. No partnership shall be deemed to be dissolved so far as regards third parties, previously to the time for which the same shall have been constituted, except after the expiration of one month from the date of the exhibition, posting, and publication of the act conveying the dissolution of such partnership.

Exceptions.

Nevertheless the provisions contained in this Article shall not be applicable to cases in which it shall be proved by the partners or by other parties concerned, that the dissolution of the partnership was known to the third party previously to the expiration of the said period of one month.

Section II.

Of Partnership *en Commandite*.

Partnership *en commandite*.

49. A partnership *en commandite* is that which is entered into between one or more parties responsible and bound *in solidum*, and other one or more partners merely supplying capital, who are called *commanditaires* or partners *en commandite*.

Mixed partnership.

50. In cases where there are more partners than one bound *in solidum* under a partnership-name, as well as partners merely supplying capital, whether all the partners bound *in solidum* have the right of managing or whether the general management be entrusted to one or more of them, such partnership is a partnership under a common name, so far as regards the partners bound *in solidum*, and a partnership *en commandite* with respect to the parties merely supplying capital.

Liability of partner *en commandite*.

51. A partner *en commandite* shall not be liable to any loss beyond the amount of capital which he had already supplied, or which he had bound himself to supply to the firm, and he shall never be bound to restore the amount of profits received.

Name, no part of a partnership-name.

52. The name of a partner *en commandite* can form no part of the partnership-name.

Partner cannot administer.

53. A partner *en commandite* can do no act of management of the partnership, nor can he be employed for the business of the partnership, even by virtue of a procuration. This prohibition shall not extend to those commercial contracts which the firm shall make on its own account with a partner *en commandite* or to those which on the other hand the latter shall make with the firm, as well as with any other party.

Consequence of contravention.

54. In case of contravention of any one of the prohibitions contained in Articles 52 and 53, the partner *en commandite* shall be bound *in solidum* with the responsible partner, or with the partners under a common name, for all the debts and all the obligations of the firm.

Capital divided into shares.

55. The capital of a partnership *en commandite* can be divided into shares, as well as into parts of shares, without any other departure from the rules prescribed for this kind of partnership.

Shares constituted under schedules.

56. A share or a part of a share can be constituted under the form of a schedule to bearer; in this case a transfer is effected by the delivery of the schedule.

But no such schedule can be issued unless the whole amount represented by the same shall have been paid up by the partner holding the same. Whensoever such schedule is issued, the whole amount of the share shall always be deemed to have been paid up.

Other shares how transferred.

57. The ownership of such shares as are not constituted under the form of a schedule to bearer, can be transferred by means of a declaration of transfer signed by the party making the same, and notified to the managing members of the partnerhip, or by means of a like declaration entered in the registers of the partnership and signed by the party making the transfer, or by a party lawfully empowered to do so.

Consequence of transfer.

58. When a share is transferred in terms of Article 57, the amount whereof has not been paid up, or has been paid up only in part, the former partner, or his heirs, or parties claiming under him, shall be bound to pay up the remainder due to the partnership; unless the managing partners shall have expressly consented to the delegation of the new partner, exonerating the former partner from all responsibility.

Art. 40, 41, 42, applicable.

59. The provisions contained in Articles 40, 41 and 42 shall also be applicable to partnerships *en commandite*.

Exceptions.

Nevertheless it shall not be necessary that the abstract to be exhibited and published in accordance with the provisions contained in Article 41, shall indicate the names of such partners *en commandite* as shall have already paid up the entire amount of capital promised. But such abstract shall always contain a statement of the capital paid up, or to be paid up *en commandite*, whether by shares or otherwise.

Section III.

Of Anonymous Partnership.

Anonymous partnership.

60. An anonymous partnership is an association formed by means of a capital divided into a number of shares, and not indicated by the name of any one of the partners; but distinguished by the indication of the object of the undertaking, or even by a title.

Capital divisible.

61. The capital of an anonymous partnership can also be subdivided into equal parts of shares. The provision of Articles 40, 41, 56 and 57 shall be applicable to the same.

Administered.

62. An anonymous partnership can be managed by agents or by directors appointed for a time, or by agents and directors conjointly, being liable to removal, whether partners or not, whether receiving a salary or acting gratuitously.

Obligation of administrators.

63. The managing partners are under no other obligation than that of fulfilling the charge received. They contract by reason of such management no obligation, either personal or *in solidum* in reference to the engagements of the partnership.

Nevertheless, in case of breach of any of the provisions contained in the act of partnership, or in case of non-fulfilment of their duties, they become personally liable to third parties for the damage occasioned to such third parties.

Limit of liability.

64. Partners are not liable further than for the amount of their shares in the partnership.

Private writing enrolled.

65. When an anonymous partnership is constituted by means of a private writing, such writing shall be enrolled among the acts of a notary.

Limit of time.

66. No anonymous partnership shall be constituted otherwise than for a determinate period of time.

How exhibited and published.

67. The exhibition and publication, required by Article 41, shall, with respect to anonymous partnerships, be made by means of an authentic copy of the whole of the act of partnership.

Nevertheless, such publication can be made by means of a printed copy of the whole of the act of partnership, provided such a copy be authenticated by the notary who drew up the same or who enrolled the same among his acts.

What to be exhibited and published.

68. The declaration of the partners stating the continuation of an anonymous partnership, the act conveying the dissolution of a partnership before the time for which the same was constituted, as well as all acts containing new stipulations or clauses or any innovation in an anonymous partnership, shall be exhibited and published in the manner contemplated in Article 67: provided always that in all cases where the aforesaid acts shall have been made by means of any private writing, such private writing shall also be enrolled among the acts of a notary.

Obligation towards third parties.

69. Previously to the making of any such enrolment, exhibition, or publication, as prescribed in Articles 65, 67 and 68, the parties acting as managers of an anonymous partnership shall be liable, both personally and *in solidum*, for their operations to third parties.

Contents of act.

70. The act of partnership shall indicate the manner in which the partners shall exercise the right of voting.

In the absence of such indication, no partner shall give more than one vote, whatsoever may be the number of shares possessed by him.

No managing partner in a partnership shall vote as proxy.

Majority of votes.

71. In all meetings, the majority of votes of partners, whether present, or lawfully represented, is binding on all, unless there be a stipulation in the act of partnership to the contrary.

Section IV.

Of Associations in Participation.

Associations in participation.

72. Besides the three kinds of partnership set forth in Article 35, the Law recognizes commercial associations in participation.

How effected.

73. Associations in participation relate to some one or more special and determinate commercial operations; and are formed for such objects, in such forms, at such rates of interest, and upon such conditions as may be agreed upon by the participating parties.

A third party has no right of action against such association, but only against the partner with whom the engagement was made, saving always the right which such partner may have against his co-partners for indemnification.

74. A written instrument is not required for an association in participation, and such associations are not subject to the observance of the formalities prescribed in regard to other partnerships. — No written instrument required.

Section V.

Of the Settlement of the Affairs of a Partnership.

75. When a partnership is dissolved, if the partners do not agree as to the parties who are to proceed to the settlement or liquidation of the affairs of the partnership, the administrator or administrators shall be appointed by the Commercial Court. — Settlement of affairs.

Until such appointment shall be made, the partner or partners previously acting as managers of the partnership, shall continue to carry on the duties of administrators.

If the appointment of administrators does not fall on any of the managing partners, or if it does not include them all, an abstract of the act of appointment shall be posted up in the "Borsa di Commercio," and published in the Government "Gazette," and in some other periodical papers.

76. The administrator shall proceed to form a correct balance-sheet, showing the state of the assets and liabilities of the partnership; all books and papers belonging to the partnership shall remain deposited with the administrator. — Balance-sheet. Deposit of books.

77. The administrator shall keep a register in which he shall successively describe each and every operation made by him relating to the liquidation of the common estate. — Register.

78. The administrator shall give information to any of the partners, who may require it, of the state and conduct of the administration; and shall likewise keep the papers relating thereto in good order and accessible to any of the partners. — Papers accessible.

79. The administrator shall not be allowed to carry on any new operation, but he shall only perform and fulfil such operations as tend simply to the liquidation of the affairs of the partnership. — Fulfilment of operations commenced.

80. The administrator shall not enter into any arbitration or adjustment, unless authorized by the partners, whether in the act of appointment or by a separate act. — Arbitration.

81. The administrator is moreover liable to such obligations as are by law imposed on agents. — Obligations.

Section VI.

Of Prescription against the Creditors of Dissolved Partnerships.

82. Any action against partners not being administrators, and against the heirs of, and parties claiming under, such partners, when the exercise of such action is not limited by law to a shorter period, shall be barred by prescription after the lapse of five years from the dissolution of the partnership, if either the act of partnership, specifying the period thereof, or the act of dissolution shall have been exhibited and published conformably to Articles 41, 42, 45, 47, 59, 67 and 68. — Bar by prescription.

83. The prescription indicated in the preceding article shall not run against minors, and shall not hold in case of the bankruptcy of a partnership, and with regard to each creditor shall commence to run from the day on which he might have brought an action for re-imbursement, if his credit shall have been liquidated, if not, from the day on which he shall have had the right to proceed for its liquidation. — Application.

84. A partner being also an administrator, who, after the lapse of the time of prescription contemplated in Article 82, shall have himself paid the creditors, shall be entitled to indemnification by the members of the dissolved partnership; but it shall be lawful for them to allege in opposition the balance of the liquidation, in cases where such plea is admissible. — Indemnification after prescription.

85. The time of prescription having elapsed, if the creditors of a dissolved partnership choose to exercise directly the rights of any partner, the same being an administrator, against the individuals who formed the partnership, all such exceptions as these individuals could have alleged against the partner, being also an administrator, can be alleged against such creditors. — Exceptions against creditors.

MAURITIUS.

Extract from Commercial Code.

(Translation.)

19. The law recognizes three kinds of commercial asscciations:—
The *Société en nom collectif,*
The *Société en commandite,*
The *Société anonyme.*

20. The *Société en nom collectif* is formed by two or more persons, and has for its object the transaction of commercial business under a firm-name.

21. The names of partners only may enter into the firm-name.

22. The partners *en nom collectif* indicated in the act of association are liable jointly and severally for all the transactions of the partnership, even though only one partner may have signed, provided the signature be that of the firm.

23. The *Société en commandite* is formed by one or more responsible or jointly and severally liable partners, and one or more partners who are simply sleeping partners, known as *commanditaires* or partners *en commandite*. The partnership is managed under a collective name which must necessarily be that of one or more of the responsible and jointly and severally liable partners.

24. When there are several partners jointly and severally liable and *en nom*, whether all conduct the business in common or one or more conduct the business for all, the association is at one and the same time a partnership *en nom collectif* in relation to these partners, and a partnership *en commandite* in relation to the sleeping partners.

25. The name of a partner *en commandite* cannot form part of the firm-name.

26. A partner *en commandite* is only held liable for losses to the extent of the funds which he has or should have contributed to the partnership.

27. A partner *en commandite* may not perform any administrative act, even though it be in virtue of a power of attorney.

28. In case of the violation of the requirement mentioned in the preceding article, the partner *en commandite* is held liable, jointly and severally with the partners *en nom collectif*, for all debts and obligations of the partnership which arise from administrative acts which he has performed; and he may, according to the number or importance of his acts, be declared jointly and severally liable for all the obligations of the partnership or for some only.

Advice and consultation, acts of control and supervision, in no way entail liability upon the partner *en commandite*.

29. The Limited Liability Company (*Société anonyme*) does not exist under a partnership-name; it is not designated by the name of any of its members.

30. It is named by reference to the object with a view to which it is formed.

31. It is administered by temporary commissioners, whose powers may be revoked; they may be members or not of the Company, salaried or unpaid.

32. The directors are responsible only for the execution of the commission intrusted to them.

They do not contract by reason of their management any personal or joint obligation with respect to the engagements entered into by the company.

33. The members are liable for losses only to the extent of their interest in the company.

34. The capital of a limited liability company is divided into shares, and also into fractions of shares, of equal value.

35. The share may be constituted in the form of a document payable to bearer. In that case transference is effected by delivery of the document.

36. Proprietary right in the shares may be established by an inscription in the registers of the company.

In that case transference is effected by a declaration of transfer inscribed in the registers and signed by the maker of the transfer or by his attorney.

37. A limited liability company can only exist by authorization of the King, and with his approval of its constitutive act; this approval must be given in the form prescribed for the regulations of public administration.

38. The capital of partnerships *en commandite* may also be divided into shares, without any other alteration in the rules laid down for this kind of partnership.

39. Partnerships *en nom collectif* or *en commandite* must be constituted by public acts or under private signature, conformably, in this latter case, to Article 1325 of the Civil Code.

40. Limited liability companies can be formed only by public acts.

41. Nothing can be admitted as evidence contrary to or over and above the contents of the acts of association, nor with regard to any statement alleged to have been made before the act, at the time of, or since the act, even though the sum of money in question be less than one hundred and fifty francs.

42. . . . . An extract from the deeds of partnership *en nom collectif* and *en commandite* must be transmitted, within fifteen days from the date of the deeds, to the office of the Court of Commerce of the district in which the firm has its place of business, to be transcribed in the register, and posted up for three months in the hall of the court.

If the firm has several places of business situated in different districts, the transmission transcription and posting up of this extract must be effected at the Court of Commerce in each district.

Every year, in the first fifteen days of January, the Courts of Commerce shall designate in the chief locality under their jurisdiction or, in default, in the nearest town one or more newspapers in which must be inserted, within fifteen days of their date, the extracts from the deeds of partnership *en nom collectif* or *en commandite*; and they shall decide the scale of charges to be made for printing these extracts.

As proof of this insertion shall be accepted a copy of the newspaper certified by the printer, legalized by the mayor, and registered within three months of its date.

These formalities shall be observed, on pain of nullification as regards the interested parties; but neglect to comply with any one or more of them can not be pleaded by the members as against third parties.

43. The extract must contain the names, christian names, additions, and residences of the members other than shareholders or *commanditaires;* the firm-name of the association; the designation of those members authorized to act, administer and sign for the association; the amount of the securities paid up or to be paid up on shares or *en commandite;* the date at which the association is to come into existence, and the date of its termination, (*Ord.* 1673, *Tit.* 4, *Article* 3).

44. The extract from the deeds of partnership is signed in the case of public deeds by the notaries, and for deeds under private seal by all the members if the partnership is *en nom collectif*, and by the jointly and severally responsible or active partners if the partnership is *en commandite*, whether its capital be divided into shares or no.

45. The Royal Ordinance authorizing limited liability companies must be posted up along with the deed of association, and during the same time.

46. Every continuation of the partnership after its term has expired shall be confirmed by a declaration by the members.

This declaration, and all acts bringing about dissolution of partnership before the time fixed for its duration by the act of its constitution, every change or withdrawal of the partners, all new stipulations or clauses, as well as every change in the firm-name, are subject to the formalities prescribed by Articles 42, 43 and 44.

In case of the omission of these formalities, recourse shall be had to the penal dispositions of Article 42, (1), last paragraph. (*Ord.* 1673, *Tit.* 4, *Articles* 3 *and* 4).

47. Besides the three kinds of association above mentioned, the law recognizes commercial associations *en participation*.

* * * * * * * *

50. Commercial associations *en participation* are not subject to the formalities prescribed for the other associations.

NATAL.

Law No. 1, 1865.*

(Enacted by the Lieutenant-Governor of Natal, with the advice and consent of the Legislative Council thereof.)

To limit the Liability of the Members of certain Partnerships.

Preamble.

Whereas it is expedient to limit, in certain cases and under certain conditions, the liability of the members of certain partnerships, formed for the purpose of carrying on trade or business in this Colony:

Be it enacted, by the Lieutenant-Governor of the Colony of Natal, with the advice and consent of the Legislative Council thereof, as follows:—

Joint Stock and Banking Companies, not to come within this Law.

1. Partnerships being joint stock companies or being formed for the purpose of banking shall not come within the meaning of this Law.

What partnerships to come within this Law.

2. Limited partnerships for the transaction of any mercantile, mechanical or manufacturing business, or for agricultural or pastoral farming, except as hereinbefore excepted, may be formed within this Colony, upon the terms and subject to the conditions and liabilities hereinafter mentioned.

Such partnerships may consist of one or more General Partners, who shall be universally responsible, and of one or more Special Partners, who shall only be responsible for a certain sum.

Special partners not to be liable for debts previously contracted.

3. The said partnerships may consist of one or more persons who shall be called General Partners, and shall be jointly and severally responsible as partners now are by Law, and who only shall be authorized to transact business and sign for the partnership, and to bind the same; and of one or more persons who shall contribute to the common stock a specific sum in actual cash payment, or who shall agree to make himself or themselves liable for a certain sum at any time he may be called upon for such sum, and who shall be called Special Partners, and who shall not be personally liable for any debts of the partnership, except in the cases hereinafter mentioned, beyond the amount so paid in by them or for which they have made themselves liable: Provided, however, that nothing in this Law contained shall be deemed or taken to make a special partner liable for any debts contracted by the general partners previous to the formation and registration of such limited partnership.

All members of such partnership to sign a certificate, containing the firm, the names and residences of the partners, &c.

4. Any persons forming such partnership shall make and severally sign a certificate, which shall contain the name or firm under which the said partnership is to be conducted, the names and residences of all the general and special partners, distinguishing who are general and who are special partners, the amount of capital which each special partner has paid in to the common stock, and for which he has made himself liable, as the case may be, the general nature of the business to be transacted, the time when the partnership is to commence and the time when the partnership is to terminate.

Such partnership not to be formed until such certificate shall be acknowledged before a Justice of the Peace, and registered in the office of the Registrar of Deeds.

All persons interested in such partnership, to be liable as General Partners, if any false statement made in declaration

5. No such partnership shall be deemed to have been formed until a certificate containing the particulars as aforesaid shall be acknowledged by all the partners before a justice of the peace, and registered in the office of the Registrar of Deeds, of the Colony, in a book to be kept for that purpose, open to public inspection; and if the partnership shall have places of business situated in different divisions of the Colony, and there shall exist any office for the registration of transfers, debts, or other deeds in such divisions or any of them, then a copy of the aforesaid certificate, certified by the Registrar of Deeds of the Colony, shall be filed and registered in like manner in such deeds registry office in every such division; and if any false statement shall be made in any such declaration, all the persons interested in the partnership shall be liable, as general partners are under this Law, for all the engagements thereof.

---

* This Law is almost verbally the same as the Cape of Good Hope Act No. 24 of 1861. The only substantial differences are as follows:—

Section 2.—The Cape Act *omits* the words "or for agricultural or pastoral farming."

Section 3.—The Cape Act *omits* the words "or who shall agree to make himself or themselves liable for a certain sum at any time he may be called upon for such sum," and the words, "or for which they have made themselves liable."

Section 4.—The Cape Act *omits* the words, "and for which he has made himself liable, as the case may be."

Section 7.—The Cape Act *omits* the whole of the passage beginning "Provided nevertheless that any person retiring from the management" down to the end of the Section.

A similar certificate to be made, acknowledged and registered, on every renewal of partnership.

6. Upon every renewal, or continuation of any such limited partnership beyond the time originally agreed upon for its duration, a certificate thereof shall be made, acknowledged, and registered in like manner as is hereinbefore provided for the original formation of limited partnerships, and in every such partnership which may be renewed and continued, but not renewed and continued in conformity with the provisions of this Law, all the partners shall be deemed and taken to be general partners, and liable, as general partners under this Law are, for all the engagements of the partnership.

Names of General Partners only to be used in the firm.

Name of person retiring from the management may be retained in the firm.

Such withdrawal to be registered in office of Registrar of Deeds, and advertised in 'Gazette.'

Suits to be prosecuted by and against the General Partners only.

Exceptions.

7. In all limited partnerships, the business of the partnership shall be conducted under a firm in which the names of none but general partners shall be inserted, without the addition of the word "Company" or any other general term; and if the name of any special partner shall be used in such firm with his consent or privity, he shall be deemed and treated as a general partner: Provided nevertheless that any person retiring from the management and conduct of any mercantile, mechanical, or manufacturing business, or agricultural or pastoral farming, which he may have established, not being specially excepted herein, may still continue a special partner therein without withdrawal of his name from the firm, and subject to the general provisions of this Law affecting special partners, shall be held to be a special partner in such business: Provided that in addition to compliance with such provisions as aforesaid he duly register in the office of the Registrar of Deeds, and also give public notice in the "Government Gazette" for not less than four consecutive weeks that he has withdrawn from the management and conduct of such business as aforesaid.

8. All suits respecting the business of such partnerships shall be brought and prosecuted by and against the general partners in the same manner as if there were no special partners, except in those cases in which it is provided in this Law, that the special partners shall be deemed general partners, and that special partnerships shall be deemed general partnerships; in which cases all the partners deemed general partners may join or be joined in such suits.

Such partnerships not to be dissolved by agreement before the expiration of time specified in the certificate, unless notice thereof be registered, and published in 'Gazette,' and local newspaper.

9. No dissolution of a limited partnership shall be held to have taken place, except by operation of law, before the time specified in the certificate in the fourth section of this Law mentioned, unless a notice of such dissolution shall be registered in the deeds registry office, in which the original certificate or the certificate of the renewal or continuation of the partnership was registered, and in every other registry office where a copy of such certificate was registered; and unless such notice shall also be published, for not less than three successive weeks in the "Government Gazette," and in some newspaper or newspapers, if there should be any published in the division or divisions in which the certificate in the fourth section mentioned, or the certificate of the renewal or continuation of the partnership, was registered; and if no newspaper shall, at the time of the dissolution, be published in any such division, then the notice of such dissolution shall be published for not less than three successive weeks in any newspaper published in the town or village nearest to the division or divisions in which such certificate was registered.

Every alteration of any matter contained in original certificate to be deemed a dissolution, unless made under the provisions of this Law.

10. Every alteration which shall be made in the names of the partners, in the nature of the business, in the amount of capital thereof or in any other matter stated in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership which shall in any manner be carried on after any such alteration shall have been made therein, shall be deemed a general partnership, except renewed as a special partnership according to the provisions of this Law.

No part of sum contributed by a Special Partner to be withdrawn by him, but interest thereon, or profits, may be paid.

11. No part of the sum which any special partner shall have paid into the capital stock, and which shall be stated in the certificates hereinbefore provided to be registered in the deeds registry office or offices, shall be withdrawn by him, or paid and transferred to him in the shape of dividends, profits, or otherwise, at any time during the continuance of the partnership, but any partner may annually receive interest on the sum so contributed by him, if the payment of such interest shall not reduce the amount of such capital below the amount originally paid in; and if after the payment of such interest any profits shall remain to be divided, he may also receive his portion of such profits: Provided, however, that if it shall appear that by the payment of interest or profits to any special partner, the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital, with interest thereon from the date when they were so withdrawn respectively.

A Special Partner may examine into the condition of the business, and advise as to the management, but not enter into any contract, or act as agent for the Company, otherwise to be deemed a General Partner.

12. A special partner may, from time to time, examine into the state and progress of the partnership concerns, and may advise as to their management, but he shall not transact any business on account of the partnership, or be employed for that purpose as agent, attorney, or otherwise; and if he shall personally enter into any transaction or make any contract respecting the concerns of the partnership with any person except general partners, he shall be deemed and treated as a general partner in relation to such transaction or contract, unless it shall be made to appear that in entering into such transaction or making such contract, he acted as a special partner only.

General Partners to be liable to account.

13. The general partners shall be liable to account to each other, and to the special partners, for their management of the business, as other partners now are by Law.

In cases of insolvency of partnerships, Special Partners not to claim till Company creditors satisfied.

14. In case of the insolvency of any limited partnership no special partner shall under any circumstances be allowed to claim as a creditor until all the claims of all the other creditors of the partnership shall be satisfied.

Name of Law.

15. This Law may be cited for all purposes as "The Special Partnerships Limited Liability Act, 1864."

To be a Public Law.

Commencement.

16. This Law shall be deemed and taken to be a public Law; and shall be in force from and after the promulgation thereof in the "Government Gazette."

BILL* "TO PROVIDE FOR THE REGISTRATION OF FIRMS."

Be it enacted by the King's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of Natal, as follows:—

1. This Act may be cited as the "Registration of Firms Act," 1906.

2. This Act shall come into operation on the first day of October, 1906.

3. In this Act, unless the context otherwise requires, "business" includes trade and profession; "firm" means any two or more persons lawfully associated for the purpose of carrying on any business, but shall not include a partnership registered under Law No. 1, 1865, or a company registered or incorporated within the British Dominions under, by, or in pursuance of any Letters Patent, Royal Charter, or Act of Parliament other than this Act; "firm-name" means the name or style under which any business is carried on, whether in partnership or otherwise; "prescribed" means prescribed by this Act, or the regulations thereunder; "usual name" includes a signature habitually used for business purposes. The forms contained in the Schedules of this Act may be varied by the regulations, and any form so prescribed shall be deemed to be substituted for the respective schedules of this Act.

4. From and after the commencement of this Act:

(*a*) Every firm carrying on business or having any place of business in Natal; and

(*b*) Every person carrying on business or having any place of business in Natal under any firm-name consisting of or containing any name or addition other than the full or usual name of that person,

shall register in the manner directed by this Act, the name under which their or his business is or is intended to be carried on.

5. Registration under this Act shall be effected by sending by post, or delivering to the Registrar of Deeds a statement in writing in the form, as nearly as may be, of Schedule A of this Act, containing the following particulars:—

(*a*) The firm-name;

(*b*) The nature of the business;

(*c*) The place or places where the business is carried on, or is intended to be carried on, in Natal.

(*d*) The full name, usual residence, and other occupation (if any) of the persons or person carrying on or intending to carry on the business.

(*e*) If the business is commenced after the commencement of this Act, the date of the commencement of the business.

For every such registration there shall be paid to the Registrar of Deeds a fee of Ten Shillings.

6. (1) The person or persons carrying on or intending to carry on any business required to be registered as aforesaid shall sign a statement containing the particulars required by this Act for registration, such statement, if made in Natal, shall be signed in the presence of the Registrar of Deeds or a Magistrate or Justice of the Peace, or a Commissioner for Oaths, and if made elsewhere than in Natal, shall be authenticated in the manner required by the Rules of Court made under the provisions of Act No. 39, 1901, or any Act amending or repealing same.

(2) The foregoing provisions of this section shall be deemed to be complied with if any partner in Natal signs the said statement in the prescribed manner.

(3) If there is in Natal no partner carrying or intending to carry on a business carried on under a firm-name, the foregoing provisions of this section shall be deemed to be sufficiently complied with if the said statement is signed or acknowledged in the prescribed manner by any person who has previously filed in the office of the Registrar of Deeds a statutory Declaration or produced a power of attorney showing that he is duly authorized by, and on behalf of such person or persons as is or are described in such declaration or power of attorney to carry on the business the firm-name of which he desires to have registered.

(4) If it is claimed that any partner of a firm is exempt from liability to the creditors of the firm, or is only liable to a limited extent, on the ground of being a sleeping or anonymous partner or a partner *en commandite* or the like, an entry of such claim may be made in the place reserved therefor in the form of statement: Provided, however, that the making of such entry, or the registration of the names of any partners, shall not of itself be deemed to increase or affect the liability of any person as a partner, or to create a liability which would not otherwise exist.

7. (1) Firms and persons required to be registered under this Act, who are carrying on business in Natal at the date of the commencement of this Act, shall comply with the provisions of this Act before the first day of January, 1907.

(2) Other firms and persons required to be registered under this Act shall register under this Act before they commence business.

8. In any case in which the business of a firm or person is carried on by another person as the attorney or agent of the firm or person owning the business, it shall be the duty of such attorney or agent to register with the Registrar of Deeds the power of attorney or other authority under which he acts.

The provisions of Section 7 of this Act shall *mutatis mutandis* apply to registration under this section.

9. Whenever a change occurs in the constitution of a registered firm, the members of the firm as reconstituted shall, within one month after such change, send by post or deliver to the Registrar of Deeds a statement thereof as nearly as may be in the form contained in Schedule B of this Act, and shall within the same time publish in the "Natal Government Gazette" a notice giving the particulars of such change.

---

* This Bill was passed as Act No. 35 of 1906.

The like provision shall apply whenever a change occurs in the ownership of any business carried on by one person, and required to be registered under this Act.

The like provision shall also apply (except as to the requirements of publication in the "Government Gazette") whenever a firm or person registered under this Act begins to carry on business at any place other than the place or places mentioned in the certificate of registration.

For each registration under this section there shall be paid to the Registrar of Deeds a fee of five shillings.

10. Whenever a change is made in the firm-name of any firm or person required to be registered under this Act, such firm or person shall within one month register again, as in the case of a new business, and shall furnish to the Registrar of Deeds an additional statement in the form of Schedule C of this Act, and shall within the same time publish in the "Natal Government Gazette" a notice giving the particulars of such change.

For every such registration, there shall be paid to the Registrar of Deeds a fee of five shillings.

11. (1) If any person by this Act required to register the name under which his business is or is intended to be carried on, or to deliver any statement, shall make default, or shall fail to comply with any of the provisions of this Act within the time specified by this Act, he shall on conviction be liable to a penalty not exceeding Five pounds for the first offence, and for every subsequent conviction to a penalty not exceeding Ten pounds.

(2) The manager or agent in Natal of any person absent from Natal, or of any firm, the partners of which are absent from Natal, shall be responsible for all the obligations of such person or firm to register under and comply with this Act, and shall be liable to the penalties to which such person or the partners of such firm would if in Natal be subject.

12. No license shall be issued under the Licensing and Stamp Acts, or by any borough or township authorities, unless the documents hereunder respectively mentioned are first produced to the Licensing Officer or authority, that is to say:

In the case of a firm or of a person who is by this Act required to be registered, the certificate of registration (and any subsequent certificates necessary under this Act) together with a declaration as nearly as may be in the form of Schedule D or Schedule E, as the case may be.

In the case of a person not required to be registered, a declaration in the form of Schedule F.

The Licensing Officer or authority shall preserve every such declaration with the records relating to the licenses.

This section shall not apply to registered joint-stock companies or corporations.

13. Every licensing officer or authority shall keep a register of all licenses issued, which register shall contain the names of all persons constituting any firm for the use of which such license is issued, and such register may be inspected, and copies or extracts therefrom made by any person on payment of a fee of one shilling.

14. Where any firm or person by this Act required to send or deliver any statement to the Registrar of Deeds has therein made default, and during such default commences any suit or action in any Court in the firm-name or for a cause of action arising out of any dealing by such firm or person in the firm-name, such court shall order the firm or person in default to send or deliver to the Registrar of Deeds the proper statement as required by this Act, and may stay all proceedings in the suit or action until the Order be complied with, or allow proceedings to be continued on an undertaking to comply with such order within a time to be limited by the Court.

15. If any firm or person required to be registered as provided in this Act shall fail to register accordingly, all proceedings in any Court of competent jurisdiction may be taken, and prosecuted against such firm or person in the name under which such firm or person is carrying on business, and such name shall for the purposes of such proceedings be a sufficient designation of such firm or person in all writs, summonses, plaints, and other legal documents and instruments: Provided, however, that nothing in this section shall be construed to exempt any firm or person from compliance with any of the provisions of this Act.

16. Every person who wilfully makes, signs, or acknowledges, and sends, or delivers to the Registrar of Deeds any false statement purporting to be made under this Act shall be guilty of an offence, and shall, upon conviction, be liable to imprisonment for a term not exceeding two years, with or without hard labour.

17. The Registrar of Deeds on receiving any statement made in pursuance of this Act, shall cause the same to be filed, and shall send by post, or deliver a certificate of the registration thereof to the firm or person registering.

Such certificate shall contain the names of all partners of the firm, together with its firm-name.

18. The Registrar of Deeds shall keep in proper books, to be provided for the purpose, a register and an index of all the firm-names and persons registered under this Act, together with the statements registered in reference thereto.

19. (1) Any person may inspect and make a copy of or extracts from the statements filed by the Registrar of Deeds, and there shall be paid for every such inspection a fee of one shilling.

(2) Any person may require a certificate of the registration of any firm or person, or a copy of or extract from any registered statement to be certified by the Registrar of Deeds, and there shall be paid for every such certificate of registration a fee of five shillings.

(3) A certificate of registration or a copy of or extract from any statement registered under this Act purporting to be signed and certified by the Registrar of Deeds shall in all Courts of Justice within the Colony of Natal be admitted as *prima facie* evidence of the fact and date of registration as shown thereon, and of the other particulars contained.

20. It shall be the duty of the Registrar of Deeds to take cognizance of, and to report to the Attorney-General every contravention on the part of any firm or person of any of the provisions of this Act or of any regulations made hereunder.

21. The Governor may from time to time make regulations:
(*a*) prescribing the fees to be paid to the Registrar of Deeds other than those specially fixed by this Act: Provided that no such fee shall exceed the sum of two shillings;
(*b*) prescribing the forms to be used and the mode of payment of fees under this Act;
(*c*) prescribing the duties or additional duties to be performed by the Registrar of Deeds for the purposes of this Act;
(*d*) prescribing generally the conduct and regulations of registration under this Act, and as to any matters incidental thereto;

and may by any such regulations appoint any penalty not exceeding five pounds to be imposed for any breach of the same.

22. All offences or suits under this Act shall be cognizable in the Court of a magistrate.

SCHEDULE A.

FORM OF STATEMENT.

REGISTRATION OF FIRMS ACT, 1906.

(Form A.)—Original Registration of a firm (or person).

The firm-name is
The business of the firm (or person) is
It is intended to carry on business at

Full Name or Names of person or persons carrying on or intending to carry on the business.	Usual Residence.	Other Occupation. Description and addition (if any).	If any exemption is claimed on behalf of any of the partners from liability to the creditors of the firm insert names of such partners and whether total or partial exemption is claimed.

Date of intended commencement of business or establishment of new place of business, if after the commencement of the Act

I declare that there are no partners of the said firm other than those above named.

Signed and declared at on the day of
Before me

(This Notice must be signed in the presence of the Registrar of Deeds, a Magistrate, Justice of the Peace, or Commissioner for Oaths).

SCHEDULE B.

REGISTRATION OF FIRMS ACT, 1906.

(Form B.)—Notice of change in Constitution of Registered Firm.

We (or I) the undersigned (the members of the firm as reconstituted, or the new proprietor of the business as the case may be) hereby give notice that on the day of 19 , the following change took place in the constitution of the firm (or person) registered in the name of , that is to say:—

*A. B. retired from the firm.
*C. D. became a member of the firm.

DESCRIPTION OF A NEW MEMBER.

Full Name.	Usual Residence.	Other Occupation. Description and additions (if any).	If any exemption is claimed on behalf of any of the partners from liability to the creditors of the firm insert names of such partners and whether total or partial exemption is claimed.

Signed and declared at on the day of 190
Before me

(This Notice must be signed in the presence of the Registrar of Deeds, a Magistrate, Justice of the Peace, or Commissioner for Oaths).

* As the case may be.

SCHEDULE C.

REGISTRATION OF FIRMS ACT, 1906.

(Form C.)—Notice of change of registered firm-name.

(In addition to Form A.)

The persons (or person) now registering are (or is) the persons (or person) who heretofore carried on business under the registered firm-name of which is abandoned as from the day of , 190

Place

Date

Signature

SCHEDULE D.

DECLARATION UNDER THE FIRMS ACT, 1906.

I, , do hereby declare that the firm of , for which a license as is required, contains no partner or partners other than those shown in the attached certificate (or certificates) issued by the Registrar of Deeds, and that all the partners so shown are now partners of the said firm.

(Signed) A. B.

Declared before me at on the (date).

(Signed) C. D.

(The above declaration must be signed by, or under power of Attorney from, a member of the firm, in the presence of the licensing officer or authority, or before a Magistrate, Justice of the Peace, or Commissioner for Oaths).

SCHEDULE E.

DECLARATION UNDER THE FIRMS ACT, 1906.

I, , do hereby declare that I am the only member of the firm of , for which a license as is required, and that there are no partners in the said business.

(Signed) A. B.

Declared before me at on the day of 190

(Signed) C. D.

NOTE.—The above declaration must be signed by or under power of Attorney from the member of the firm in the presence of the licensing officer or authority, or before a Magistrate, Justice of the Peace, or Commissioner for Oaths.

SCHEDULE F.

DECLARATION UNDER THE FIRMS ACT, 1906.

I, , do hereby declare that I am the sole proprietor of the business carried on in my name as , for which a license is required, and that I have no partner or partners.

(Signed) A. B.

Declared before me at on the day of , 190 .

NOTE.—The above declaration must be signed by or under power of Attorney from the proprietor of the business, in the presence of the licensing officer, or authority, or before a Magistrate, Justice of the Peace, or Commissioner for Oaths.

NEWFOUNDLAND.

CONSOLIDATED STATUTES.

CHAPTER 98.

OF LIMITED PARTNERSHIPS.

Sections.

1. Purposes of limited partnerships.
2. Partnership to consist of general and special partners; their liabilities.
3. General partners to transact business.
4. Certificate to be signed by all the partners.
5. Certificate, before whom and how acknowledged.
6. In what places to be filed and recorded.
7. Affidavit also to be filed.
8. Partnership, when deemed formed; effects of false certificate.
9. Terms of partnership; how published; effect of omission.
10. Affidavit of publication; where to be filed; effect as evidence.
11. Renewals, &c., of partnership; how to be made.
12. Alterations deemed dissolution.
13. In what form and name business to be carried on.
14. Suits to be in names of general partners.
15. Special partner not to withdraw his capital.
16. When to refund interest paid by him.
17. Rights of special partners and restriction on them.
18. Liability of general partners to account.
19. Liability and punishment of parties guilty of fraud.
20. Assignment of certain creditors void.
21. Certain assignments void.
22. Certain acts of special partner to render him liable.
23. Special partners not to claim as creditors in case of insolvency of firm.
24. Dissolution by acts of partners.
Schedule.

1. Limited partnerships for the transaction of mercantile, mechanical or manufacturing business within this Colony may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities herein prescribed; but the provisions of this chapter shall not be construed to authorize any such partnership for the purpose of transacting the business of banking or making insurance.

2. Such partnerships may consist of one or more persons who shall be called general partners, and who shall be jointly and severally responsible as general partners now are by law; and of one or more persons who shall contribute in actual cash payments, or in property at its actual cash value, a specific sum as capital to the common stock, who shall be called special partners, and who shall not be liable for the debts of the partnership beyond the fund so contributed by him or them to the capital.

3. The general partners only shall be authorized to transact business and sign for the partnership, and to bind the same.

4. The persons desirous of forming such partnership shall make and severally sign a certificate, similar in effect to form No. 1 in the schedule hereunto annexed, and which certificate shall contain:—

(1) The name or firm under which such partnership is to be conducted.
(2) The general nature of the business intended to be transacted.
(3) The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their respective places of residence.
(4) The amount of capital which each special partner shall have contributed to the common stock.
(5) The period at which the partnership is to commence, and the period at which it will terminate.

5. The certificate shall be acknowledged by the several persons signing the same before a notary public, who shall certify such acknowledgment, whether made abroad or in this Colony, under his seal of office, to the effect of form No. 2 in the schedule to this chapter annexed.

6. The certificate so acknowledged and certified shall be filed in the office of the Colonial Secretary, and shall be recorded in the said office at large, in a book to be kept for that purpose, open to public inspection. If the partnership shall have places of business situate in different districts a transcript of the certificate and of the acknowledgment thereof, duly certified by the Colonial Secretary under his official seal, shall be filed and recorded in like manner in the office of the registrar of deeds for such district.

7. At the time of filing the original certificate, with the evidence of the acknowledgment thereof as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock have been actually and in good faith paid; and which affidavit shall be similar in effect to form No. 3 in the annexed schedule.

8. No such partnership shall be deemed to have been formed until a certificate shall have been made, acknowledged, filed and recorded, nor until an affidavit shall have been filed as above directed; and if any false statement be made in such certificate or affidavit, all the

persons interested in such partnership shall be liable for all the engagements thereof as general partners.

9. The partnership shall publish the terms of the partnership, when registered, for at least six weeks immediately after such registry in the "Royal Gazette" and in one or two other newspapers to be designated by the Colonial Secretary, and to be published in this Colony; and if such publication be not made, the partnership shall be general; and such advertisement shall be similar in effect to form No. 1 in the said annexed schedule.

10. Affidavits of the publication of such notice by the printers of the newspapers in which the same shall be published shall be filed in the office of the Colonial Secretary, and shall be evidence of the facts therein contained, and which affidavits shall be similar in effect to form No. 5 in the said annexed schedule.

11. Every renewal or continuance of such partnership beyond the time originally fixed for its duration shall be certified, acknowledged and recorded, and an affidavit of a general partner be made and filed, and notice be given in the manner herein required for its original formation; and every such partnership which shall be otherwise renewed or continued shall be deemed a general partnership.

12. Every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership, unless such alteration shall have been made according to the provisions of the twenty-fourth section of this chapter; and any such partnership which shall in any manner be carried on after any such alteration shall have been made shall be deemed a general partnership, unless renewed as a special partnership according to the provisions of the last preceding section.

13. The business of the partnership shall be conducted under a firm, in which the names of the general partners only shall be inserted, without the addition of the word "company" or any other general term; and if the name of any special partner shall be used in such firm, with his privity, he shall be deemed a general partner.

14. Suits in relation to the business of the partnership may be brought and conducted by and against the general partners in the same manner as if there were no special partners.

15. No part of the sum which any special partner shall have contributed to the capital stock shall be withdrawn by him, or paid or transferred to him in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership; but any partner may annually receive interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if, after the payment of such interest, any profits shall remain to be divided, he may also receive his portion of such profits.

16. If it shall appear that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of capital with interest.

17. A special partner may, from time to time, examine into the state and progress of the partnership concerns, and may advise as to their management, and any remuneration of special partners or any other persons acting as servants or agents for any such partnership by a share of the profits or otherwise shall not render them liable as general partners; but he shall not contract any business on account of the partnership, nor be employed for that purpose as agent, attorney, or otherwise. If he shall interfere contrary to these provisions he shall be deemed a general partner.

18. The general partners shall be liable to account to each other and to the special partners for their management of the concern, both in law and equity, as other partners are now by law.

19. Every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable civilly to the party injured to the extent of his damage; and shall also be liable to an indictment for a misdemeanour, punishable on conviction by fine or imprisonment or both, in the discretion of the Court by which he shall be tried.

20. Every sale, assignment or transfer of any of the property or effects of such partnership made by such partnership when actually insolvent or in contemplation of insolvency, or after or in contemplation of a declaration of insolvency of any partner, with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnership; and every judgment confessed, lien created, or security given by such partnership, under the like circumstances and with the like intent, shall be void as against the creditors of such partnership.

21. Every such sale, assignment or transfer of any of the property or effects of a general partner, made by such general or special partner when actually insolvent, or in contemplation of a declaration of insolvency, or after or in contemplation of a declaration of insolvency of the partnership, with the intent of giving to any creditor of his own or of the partnership a preference over other creditors of the partnership, and every judgment confessed, lien created, or security given by any such partner, under the like circumstances and with the like intent, shall be void as against the creditors of the partnership.

22. Every special partner who shall violate any of the provisions of the two last preceding sections, or who shall concur in or assent to any such violation by the partnership or by any individual partner, shall be liable as a general partner.

23. In case of the insolvency or bankruptcy of the partnership no special partner shall under any circumstances be allowed to claim as a creditor until the claims of all the other creditors of the partnership shall be satisfied.

24. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded in the Colonial Secretary's office, in which the original certificate was recorded, and published once in each week, for four weeks, in the "Royal Gazette," and any other local newspaper published in this Colony.

SCHEDULE OF FORMS.

No. 1.—CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP.

This is to certify that we, whose names are undersigned, are desirous of forming a limited partnership, and

1st. That the name or firm under which such partnership is to be conducted is: (here insert the name or firm, as "George Thompson," or "Thompson & Black," as the case may be);

2nd. That the general nature of the business intended to be transacted by such partnership is: (here insert the general nature of the business, as the buying and selling at wholesale and retail, of tobacco, snuffs and cigars, and such other articles as are usually bought and sold by persons trading as tobacconists or dealers in tobacco);

3rd. That the names of all the general and special partners interested in the said co-partnership are as follows: (here insert the names and places of residence of each partner, and specify which are general and which are special partners, as thus: George Thompson, James Black, Henry Lloyd and Alfred Smee; that the said George Thompson is a general partner, and his place of residence is in ; that the said James Black is a general partner, and his place of residence is also in ; that the said Henry Lloyd is a special partner, and his place of residence is in ; and that the said Alfred Smee is a special partner, and his place of residence is in ; as the case may be);

4th. That the amount of capital which each of the said special partners has contributed to the common stock of the said partnership is as follows: (here insert as thus, or as the case may be,—The said Henry Lloyd the sum of , and the said Alfred Smee the sum of);

5th. That the period at which the said partnership is to commence is the day of 18 (insert the date, which should be after the certificate is filed and recorded); and the period at which the said partnership is to terminate is the day of 18 (insert the date).

As witness our hands, on this day of 18 .

(Signed) GEORGE THOMPSON,
JAMES BLACK,
HENRY LLOYD,
ALFRED SMEE.

No. 2.—NOTARIAL CERTIFICATE.

On this day of 18 , before me, A. B., of St. John's, (or as the case may be) Notary Public, duly admitted and sworn and practising in St. John's (or as the case may be) aforesaid, personally came the above named George Thompson, James Black, Henry Lloyd and Alfred Smee, to me known to be the persons described in and who signed the above certificate, and who severally acknowledged to me that they severally signed the said certificate.

No. 3.—AFFIDAVIT TO BE FILED WITH CERTIFICATE.

George Thompson of this city maketh oath and saith:
That he is one of the general partners named in the above written (or annexed) certificate, and that the said amounts specified in the said certificate to have been contributed by each of the special partners, in the said certificate named, to the common stock of the said partnership, in the said certificate also named, have been actually and in good faith paid in cash (or in property at its actual cash value, specifying the general description of the property, as the case may be).

Sworn, &c.

(Signed) GEORGE THOMPSON.

No. 4.—ADVERTISEMENT OF TERMS OF PARTNERSHIP.

Similar in effect to form No. 1.

No. 5.—AFFIDAVIT OF PUBLICATION BY PRINTER OF NEWSPAPER.

A. B., of , maketh oath and saith that he is printer of the newspaper known as the (insert name of paper), published daily or weekly at (insert place of publication of newspaper), and that the advertisement, a copy whereof is hereto annexed, was published in said newspaper for six weeks successively, that is to say: in the issues of said newspaper, dated respectively the day of , the day of , the day of , the day of , the day of , the day of and the day of (insert dates when advertisement appeared)

Sworn, &c.

(Signed) A. B.

NEW ZEALAND.

Extract from the Mercantile Law Act, 1880.

SPECIAL PARTNERSHIPS.

Special partnerships may be formed, except for banking and insurance.

59. Special partnerships may be formed for the transaction of agricultural, mining, mercantile, mechanical, manufacturing, or other business, by any number of persons, upon the terms and subject to the conditions and liabilities hereinafter prescribed:

But nothing herein shall authorize any such partnership for the purpose either of banking or insurance.

General and special partners, and their liabilities.

60. Every such partnership may consist of general partners, who shall be jointly and severally responsible as general partners are now by law, and of persons, to be called special partners, who shall contribute to the common stock specific sums in money as capital, beyond which they shall not be responsible for any debt of the partnership except in cases hereinafter provided for.

Certificates to be signed by the partners, specifying names, capital, &c.

61. All the persons forming any such partnership shall, before commencing business, sign a certificate containing,—

(1) The style of the firm under which the partnership is to be conducted:
(2) The names and places of residence of all the partners, distinguishing the general from the special partners;
(3) The amount of capital which each special partner contributes, and also (if any) the amount contributed by the general partners to the common stock;
(4) The general nature of the business to be transacted;
(5) The principal or only place at which it is to be transacted;
(6) And the time when such partnership is to commence, and when it is to terminate.

Style of partnership.

62. Such style or firm shall contain the names of general partners only, or the name of one such partner, with (in either case) the addition of the words "and Company," and the general partners only shall transact the business of the partnership.

When a special partner shall be deemed a general partner.

63. If in carrying on such business, or in any contract connected therewith, the name of any special partner shall be used with his consent or privity, or if he shall personally make any contract respecting the concerns of the partnership, every such special partner shall be deemed to be a general partner with respect to the contract or matter in which his name has been so used, or as to which he shall have so contracted.

Certificates to be acknowledged and registered.

Place of registration.

64. No such partnership shall be deemed formed until such certificate as aforesaid shall have been acknowledged by each partner before some Justice of the Peace, and registered in the office of the Supreme Court in a book to be kept for that purpose by the Registrar of such Court, open to public inspection. Every such certificate shall be so registered at the Supreme Court office at or nearest to the principal or only place at which the business of the partnership is to be transacted.

If false statement in certificate, all partners to be liable as general partners.

65. If any false statement shall be made in any such certificate, all the persons interested in the partnership shall be liable for all the engagements thereof as general partners:

But no clerical error or matter not of substance shall be deemed false within the meaning of this section unless some person may have been prejudiced thereby, in which case the special partners shall be liable to the person so prejudiced.

Copy of Certificate to be published.

66. A copy of such certificate shall be published once at least in the "Gazette" and twice in some newspaper published at the intended principal place of business of the partnership, or at the nearest place to such place of business where a newspaper is published; and in case such publication be not so made the partnership shall be deemed general.

Duration of partnerships prescribed.

67. No partnership under this Act shall be entered into for a longer period than seven years, but such partnership may be renewed at the end of that period, or at the termination of any shorter period for which a partnership may be formed.

Certificate to be signed on renewal.

68. Upon every renewal or continuation beyond the time originally agreed upon for the duration of a special partnership, a certificate thereof shall be signed, acknowledged, registered, and published in like manner as the original certificate;

And every partnership which shall be renewed or continued otherwise than in conformity with the provisions of this section shall be deemed general.

Capital stock not to be withdrawn, &c.

69. During the continuance of any special partnership, no part of the certified capital thereof shall be withdrawn, nor shall any division of interest or profit be made so as to reduce such capital below the aggregate amount stated in the certificate.

Special partners liable to refund capital withdrawn in certain cases.

How such sums may be recovered.

70. If any part of such capital shall be so withdrawn, or any such division be made, so that at any time during the continuance or at the termination of the partnership the assets shall not be sufficient to pay the partnership debts, the special partners shall be severally liable to refund every sum by them respectively received in diminution of such capital or by way of such interest or profit:

And all such sums may be recovered as money had and received by them respectively to the use of the general partners, and may, in the case of any judgment having been obtained against the general partners, be recovered by the plaintiff against the special partners, or either of them, by process of execution to be issued under such judgment by leave of the Supreme Court.

Suits to be by and against general partners.

71. All suits respecting the business of any special partnership shall be prosecuted by and against the general partners only, except in the cases in which it is provided by this Act that special partners shall or may be deemed general partners, in which cases every special partner who shall become liable as a general partner may be joined or not in the suit as a defendant, at the discretion of the party suing.

Dissolution, how effected.

72. No dissolution of a special partnership shall take place, except by operation of law, before the time specified in the certificate, unless a notice of such dissolution shall be signed, acknowledged, registered, and published in like manner as the original certificate.

Cases not specially provided for.

73. In all cases not hereinbefore otherwise provided for, all the members of a special partnership shall be subject to the liabilites and entitled to the rights of general partners.

74. The general partners shall be liable to account to each other and to the special partners for their management of the partnership concerns as other partners are by law. Accounting.

75. Every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable civilly to the party injured to the extent of his damage, and shall also be liable to an indictment for a misdemeanour, punishable by fine or imprisonment, or both, at the discretion of the Court by which he shall be tried. Frauds by partners.

76. If the general partners shall not at all times cause regular books of account to be kept, or shall not have the same open at all reasonable times to the inspection of the special partners, such special partners shall be entitled to have the partnership dissolved, and the accounts thereof taken by the Supreme Court. Books of account to be kept, and to be open to inspection.

77. If the books of any special partnership shall, with the knowledge or privity of the special partners or any of them, be kept incorrectly, or contain any false or deceptive entries, whereby the ascertainment of the matters mentioned in the sixty-ninth and seventieth sections of this Act shall or may be affected, the certified capital of such special partners, or such one or more of them having such knowledge or privity, shall as against creditors be deemed to have been withdrawn, and they or he shall be liable accordingly under the provisions of the said seventieth section. As to liability of special partners if books be not kept or be incorrectly kept.

WINDWARD ISLANDS.

Extracts from the Laws of St. Lucia.

Civil Code, Book XI.

1733. In partnerships for trading, manufacturing or mechanical purposes, or for the construction of roads, dams, and bridges, the partners must deliver to the prothonotary a declaration in writing stating the names in full of all the partners, the character of their business, the name of the firm, the date at which partnership commenced, and the term of its intended duration; and such declaration must be made and signed by one of the partners domiciled in the Colony, or, if there be no partner so domiciled, by the attorney of one of them.

The omission to deliver such declaration does not render the partnership void, but subjects the partnership to a penalty not exceeding ten pounds, and a further penalty not exceeding one pound for every day, after serving of summons in respect of such penalty, while such omission continues.

1734. The allegations contained in the declaration mentioned in the last preceding article cannot be controverted by any person who has signed the same as against third parties, nor can they be controverted, as against any party not being a partner, by a person who has not signed but was really a member of the partnership at the time the declaration was made; and no partner, whether he has signed or not, is deemed to have ceased to be a partner until a new declaration has been made and filed as aforesaid, stating the alteration in the partnership.

1735. Any partner, although not mentioned in the declaration, may be sued jointly and severally with the partners mentioned therein, or the latter may be sued alone, and, if judgment be recovered against them, any other partner or partners may be sued on the original cause of action on which such judgment was rendered.

1736. When persons are associated as partners for any of the purposes mentioned in Article 1733, and no declaration has been filed as aforesaid, any action which might be brought against all the members of the partnership, may also be brought against any one or more of them, as carrying on or as having carried on trade jointly with others, without naming such others in the writ or declaration, under the name and style of their partnership firm; and if judgment be recovered against him or them, any other partner or partners may be sued jointly or severally on the original cause of action on which such judgment has been rendered; but when any such action is founded on an obligation or instrument in writing in which all or any of the partners bound by it are named, then all the partners named therein must be made parties to such action.

1737. The service of summons or process, for any claim or demand founded upon any liability of an existing partnership, at the office or place of business of such partnership, has the same effect as a service made upon the members of such partnership personally, and any judgment rendered against any member of such existing partnership, for a partnership debt or liability, may be enforced by process of execution against the partnership property in the same manner as if the judgment had been rendered against the partnership.

Limited Partnerships.

1769. Limited partnership, in which the liability of one or more of the partners is limited specifically, may be formed for the prosecution of any mercantile, mechanical, or manufacturing business other than the business of banking and insurance, under the restrictions imposed in this code and the Code of Civil Procedure.

1770. Such partnerships consist of one or more persons called general partners, and of one or more persons who contribute a specific amount or capital to the common stock, and who are called special partners.

1771. The general partners are jointly and severally responsible in the same manner as ordinary partners under a collective name; but special partners are not liable for the debts of the partnership beyond the amount of capital contributed by them.

1772. The general partners only can be authorized to transact business and sign for the partnership, and to bind the same.

1773. Persons contracting limited partnerships are bound to make and severally sign a certificate containing:

(1) The name or firm of the partnership;
(2) The general nature of the business to be carried on;
(3) The names and usual place of residence of all the general and special partners, distinguishing those which are general and those which are special;
(4) The amount of capital stock contributed by each special partner;
(5) The period at which the partnership commences and that of its termination.

Such certificate is to be made, filed, and recorded in the form and manner prescribed in the Code of Civil Procedure.

1774. The partnership is not deemed to be formed until the certificate is made, filed and recorded, as indicated in the last preceding article.

1775. If any false statement be made in the certificate, all the persons interested in the partnership are liable for its obligations, in the same manner as ordinary partners under a collective name.

1776. In case of any renewal or continuance of the partnership beyond the time originally fixed for its duration, a certificate thereof must be made, filed and recorded in the manner required for the original formation. Any partnership otherwise renewed or continued is deemed a general partnership.

1777. Every alteration in the names of the general partners, in the nature of the business, or in the capital or shares, or in any matter, other than the names of the special partners, specified in the original certificate, is deemed a dissolution of the partnership; and if it be carried on after such alteration, it is deemed a general partnership, unless renewed as a limited partnership in the manner provided in the last preceding article.

1778. The business of the partnership is to be conducted under a partnership name or firm, in which the name of the general partners only, or of one or more of them, is used; and if the name of a special partner be used in the firm with his privity, he is deemed a general partner.

1779. Suits in relation to the business of the partnership may be brought and conducted by and against the general partners, in the same manner as if there were no special partners.

1780. No part of the sum which any special partner has contributed to the capital stock can be withdrawn by him, or paid or transferred to him in the form of dividends, profits or otherwise, during the continuance of the partnership; but he may annually receive lawful interest on the sum so contributed by him, if the payment of such interest do not reduce the original amount of the capital, and he may also receive his portion of the profits.

1781. If by the payment of interest or supposed profits the original capital be reduced, the partner receiving the same is bound to restore the amount necessary to make good his share of the deficient capital, with interest.

1782. A special partner may, from time to time, examine into the state and progress of the affairs of the partnership, and may advise as to its management; but he cannot transact any business on account of the partnership, nor be employed by it as agent, attorney or otherwise. If he act in contravention of the provisions of this article, he is deemed a general partner.

1783. The general partners are liable to account to each other and to the special partners for the management of the business of the partnership, in the same manner as ordinary partners under a collective name.

1784. In case of the insolvency or bankruptcy of the partnership, no special partner is allowed, under any circumstances, to claim as a creditor, until the claims of all the other creditors of the partnership have been satisfied.

1785. No dissolution of the partnership by the acts of the parties can take place previously to the time specified in the certificate of its formation, or the certificate of its renewal, until notice of such dissolution has been filed in the prothonotary's office.

Forms Connected with the Civil Code.

No. 1.

In connection with Article 1733.

St. Lucia.

We, , of , in , (*Merchants*) hereby certify that we (have carried on and), intend to carry on trade and business, as (*Merchants*), at , in partnership, under the name and firm of (*or as the case may be*) *or* I (*or* we) the undersigned, of , hereby certify that I (*or* we) (have carried on and) intend to carry on trade and business as , at , in partnership with C. D., of , and E. F. of , and that the said partnership hath subsisted since the day of , one thousand , and that we (*or* I *or* we and the said C. D. and E. F.) are and have been since the said day the only members of the said partnership.

Witness our (*or any* of our) hands at , this day of one thousand , (*or as the case may be*).

BRAZIL.

COMMERCIAL CO-PARTNERSHIPS.

GENERALLY.

Article 300. The agreement of any commercial co-partnership can only be proved by means of public or private deeds, excepting the cases provided for in Articles 304 and 325.

No testimony will be admitted to prove against or in extension of the contents of the co-partnership agreement.

Article 301. The tenor of the agreement is required to be entered in the Registry of Trade and Commerce of the Court of the District where the co-partnership will establish their business (Article 10, N°. 2), and should they establish other business houses in different districts, then the agreement will have to be entered in the Registry of all such other districts.

Co-partnerships formed in foreign countries but having their business houses in Brazil are likewise required to file their agreement with the proper Courts of Commerce of the Empire, before commencing to carry on their business.

So long as the deed of agreement is not filed, it will be of no value whatever as between the parties thereto, nor against third parties; it will, nevertheless, entitle the latter to sue all the co-partners jointly and severally (Article 304).

Article 302. The deed of agreement, whether public or private, must contain:—

(1°) the names, nationality and domicile of the co-partners;

(2°) in the case of a co-partnership doing business under a certain firm, the firm by which the co-partnership will be known;

(3°) the names of the partners who will be entitled to use the name of the firm or to manage the business in the name of the co-partnership; failing this statement it is the understanding that all the co-partners are entitled to use the name of the firm and to manage the business in the name of the co-partnership;

(4°) a specified statement of the object of the partnership, of the amount of the contribution of each partner to the capital of the co-partnership (Article 287) and of the share each of them will have in the profits and losses;

(5°) the manner in which arbitrators are to be appointed to settle the disputes of the co-partnership;

(6°) if the co-partnership is not to last an unlimited period, the dates on which it is to begin and to end, and also the rules which will govern its liquidation and division of assets (Article 344);

(7°) all and every other the clauses and terms necessary to determine precisely the rights and obligations of the co-partners as to one another and in regard to others.

Any hidden clause or stipulation contrary to the clauses and stipulations contained in the ostensible deed of agreement, is null and void.

Article 303. No suit will be allowed in judicature between the co-partners, or of the latter against third parties, the intention of which purports to be based on the existence of the co-partnership unless the instrument proving the existence of such co-partnership be produced simultaneously.

REGISTRATION OF TRADE FIRMS AND STYLES.

Decree No. 916 *of October* 24*th*, 1890.

Article 1°. A Registry for trade firms or styles is created and will be in the charge of the Secretary's Department of the Boards of Trade and of the Inspectors of Trade and Commerce at their respective seats and of the Mortgage Registrars in the other districts.

Article 2°. By trade firm or style is understood the name under which a merchant or a co-partnership carry on his or their business and use in signing all acts relating thereto.

Article 3°. A merchant who has no partner or who has one who does not appear or whose contract is not duly filed can adopt no other firm but his own name in full or abbreviated, but he may add thereto, if he chooses, a more specified description of his person or of the nature of his business.

(S. 1°) The firm of a co-partnership when it does not name each individual partner, must contain at least the name or firm of one of them followed by the words "and Company" in full or abbreviated, and no one not being a merchant will be allowed to form part thereof.

(S. 2°) The firm of a simple or joint-stock silent co-partnership must contain the name or firm of one or more individually and conjointly responsible partners followed by the words "and Company" in full or abbreviated, the name, in full or abbreviated, of any silent partner being omitted; and when the capital stock is divided up in shares, the co-partnership may take a special name or adopt for its style the statement of its object followed by the words "Joint-stock silent co-partnership" and the name of the firm.

(S. 3°) The firm of a "Capital and Labour co-partnership" cannot comprise the name of the partner contributing simply with his skill and labour.

(S. 4°) Private co-partnerships are not permitted to have a firm which might evince the existence of a partnership.

Article 4°. Joint stock companies will be known by some special designation or by the statement of their object, and will not be permitted to have a firm or style nor to mention in their denomination the name, in full or abbreviated, of any shareholder.

Sole Paragraph.—Foreign joint-stock companies having obtained permission to carry on business or to establish agencies in the Republic will maintain the same denomination under which they were formed in their original country.

Article 5°. Anyone carrying on business will be entitled to enter his commercial firm or style in the Registry of the place where his chief place of business is situated, and may likewise have it entered at such other places as his branch houses are established once the firm or style of the chief house, when situated in the Republic, is registered.

Article 6°. All new firms must bear a distinction as regards other firms already entered in the Registry of the place.

(S. 1°) Should the merchant have a name like to that of the other one already entered, he will have to join thereto something that will establish a distinction.

(S. 2°) In the event of the establishment of a branch house and of there being already entered at the seat of the latter a similar firm, the provisions of the last preceding paragraph will prevail.

Article 7°. No firm can be acquired unless the establishment to which such firm is attached is likewise acquired.

Sole Paragraph.—The person so acquiring a firm may, by reason of an act *inter vivos* or *mortis causa* continue using it preceded by the one he will adopt with the statement "successor of ."

Article 8°. Upon a co-partnership being altered through the retirement or death of a partner, the firm cannot maintain the name of the partner retiring or dead.

Sole Paragraph.—Any person lending his name as a partner, even if he has no share in the profits of the co-partnership will be held responsible for all liabilities of the co-partnership contracted by the firm.

Article 9°. Upon a co-partnership stopping business, dissolving and liquidating, the registry of the firm will be cancelled.

Article 10°. Any illegal adoption or use of a registered firm will entitle the owner of that firm to demand the prohibition of such use and to an indemnity for damages, besides the criminal proceedings which may be applicable to the case.

(S. 1°) The case will be a summary one and will run in the Commercial Courts.

(S. 2°) The ownership of the firm is not subject to limitation of time, and only lapses in the case referred to in Article 9°.

(S. 3°) Actions brought against competitors entitled to the use of a similar firm in order to oblige them to alter their firm in such a way that error and confusion will become impossible will likewise be of a summary nature and run in the Commercial Courts.

Article 11°. The entry of the firm on the register will be optional, and will be made in a special book initiated, numbered, initialled and terminated by the Chairman of the Board of Trade or by the Inspector of Commerce or by the Judge of Commerce, according to the place where the registration takes place, upon presentation of a petition or statement, in duplicate, containing the declaration of—

(*a*) the firm or style;
(*b*) the name, in full, of the partners or of the persons entitled to use and adopt it;
(*c*) the signature of the firm by all the persons entitled to use and adopt it;
(*d*) the certification by a notary public;
(*e*) the nature of the business or the operations of the merchant;
(*f*) the domicile, stating the name of the street and number of the house;
(*g*) the date on which the establishment commenced to do business and on which the articles of co-partnership were filed;
(*h*) the declaration that it has branch-houses and where they are established.

(S. 1°) One of the copies will be filed and the other returned to the applicant bearing the indication of the day and the hour on which the petition was presented and the entry made, mentioning the page of the book.

(S. 2°) In the Inscription Book the statements of the applicant will be transcribed in separate columns, and there will be a column reserved for the entries of alterations, winding up of business, failure, rehabilitation and anything else it might be convenient to note.

(S. 3°) There will be an index for reference.

Article 12°. The Register or Inscription Book may be consulted free of charge during office hours at the Secretary's Department of the Board of Trade, the Inspector of Commerce and the Registrar-General of Mortagages.

Sole Paragraph.—Certificates will be issued reporting the nature of the entries, or true copies thereof.

Article 13°. Joint-stock companies will not be entered.

Article 14°. The formalities prescribed in Article 13 of the Commercial Code will not be complied with unless the firm to which the books belong is duly registered.

Article 15°. The present decree does not apply to commercial or industrial name, decrees Nos. 3346 of October 14th, 1887, and 9828 of December 31st of the same year remaining in full force.

Article 16°. The dues will be:—

(*a*) for any inscription, $2;
(*b*) for any notation, $1;
(*c*) for a certificate in the form of a report, $1;
(*d*) for a "verbatim" certificate, $2.

Article 17°. The present decree will come in force on the 1st of March, 1891.

Article 18°. All provisions to the contrary are revoked.

BULGARIA.

(Translation.)

Extract from Commercial Code.

Chapter III.

Of Firms.

Article 17. The firm-name is the name under which the merchant works and signs his documents.

Article 18. Persons engaged in commerce without other associates are required to use as their firm-name their name and christian name, or at least their name.

They may not add to their firm-name words suggesting the idea of an association; but they are at liberty to add thereto any expression which may give a clearer idea of their personality or profession.

Article 19. A person who, by contract or inheritance, acquires the succession to a commercial establishment already in existence may, with the consent of his predecessor or his predecessor's heirs, retain the old firm-name, adding to it, as he pleases, words making mention of this succession.

Article 20. The firm-name of a *société en nom collectif*, when it does not bear the names of all the partners, must include at least the name of one of the partners with additional words making mention of the association.

The firm-name of a *société en commandite* must include at least the name of one of the personally responsible partners, with additional words making mention of the association.

In general, it is forbidden to allow names other than those of personally responsible partners to figure in the firm-name. It is likewise forbidden to *sociétés en nom collectif* to style themselves *sociétés par actions*.

Article 21. *Sociétés par actions* and associations must set forth in their firm-name their nature and the object of their institution.

Article 22. If a person enter a commercial house or association, already existing, in the capacity of partner, or again if he quit an association of which he formed part in the same capacity, the firm-name shall remain the same notwithstanding this change.

If the partner whose name figures in the firm-name retire, the firm-name can only be retained with his consent.

The same provision applies if the association consist of two members, and one of them retire.

Article 23. Every merchant is bound under pain of a fine (*see* Article 28), to register his firm-name, simultaneously with the opening of his establishment, at the court of first instance under the jurisdiction of which it happens to be, and to furnish an original or a legalized copy of his signature.

Article 24. Every firm-name must distinguish itself from others existing in the same place or in the same commune.

A firm-name composed of the same words as another already existing must be registered and specified in such a way that it may be distinguished easily from the old one.

Article 25. In case of the opening of a branch establishment in another place or in another commune, this branch establishment must likewise be registered at the court of first instance under the jurisdiction of which it happens to be.

Nevertheless, this registration can only take place if it is proved that the firm-name of the central establishment has been entered at the competent court of first instance.

The provisions of Article 24, s. 2 are applicable to the firm-names of branch establishments.

Article 26. If a firm-name ceases to exist or comes to be modified by changes in its proprietors, the court of first instance must be advised of the fact with a view to the making of the necessary entries in the register.

If this publication and registration have not been effected, the person whose firm-name has ceased to exist or has been modified cannot avail himself of the fact as against third persons, unless he is able to prove that these last had knowledge of these modifications.

Article 27. If a person accept the succession of a commercial house with its liabilities, the creditors have a right to proceed, so far as concerns these liabilities, against the transferer and against the transferee.

Article 28. A person who does not conform with the provisions of the present law so far as concerns the commercial registers, shall fulfil the formality under compulsion, and shall be liable to a fine not exceeding 1,000 francs.

A delay of fourteen days is allowed to the party concerned, counting from the day of the notification of the fine, during which period the registration must be effected; at the expiration of this delay the fine is collected by writ of execution.

Imprisonment can not be substituted for this fine.

The same provisions govern the illegal use of a firm-name. The provisions of Article 30 apply in this case.

Article 29. Administrative officials as well as Chambers of Commerce and Mayoralties are bound to inform the court of first instance of every infraction occurring within the radius of their jurisdiction relative to the registration and use of firm-names.

Article 30. A person whose firm-name has been illegally used by another person may demand that the latter be forbidden, under pain of the fine provided by Article 28, to use the firm-name, and has a right to claim an indemnity.

On the demand of the interested party, the court may order the publication of the sentence at the expense of the party convicted.

* * * * * * *

Article 45. Any person delegated by the proprietor of a commercial establishment to administer and sign for the firm is called manager of the firm.

The management of a firm may be entrusted to several persons individually or collectively. In this latter case the management of the firm is called collective.

Article 49. The proprietor of a commercial establishment is bound to present to the court of first instance the original or a legalized copy of the power of attorney accorded to the manager, to be inscribed in the commercial register. Also the manager is obliged to sign in the register with his own hand.

Every infraction of these rules involves a maximum fine of 500 francs.

Article 50. If the manager's power of attorney is withdrawn, the principal is bound to advise the court of this fact, who note it in the register set apart for this purpose and cause it to be published conformably with Article 4.*

If this formality have been neglected, the principal can not avail himself of the withdrawal of the power of attorney from the manager, unless he is in a position to prove that the circumstance was known to the third persons.

COLOMBIA.

LEGISLATIVE DECREE No. 2 OF 1906 (January 19) supplementary to Title VII. of Book 2 of the Commercial Code and Reforming Laws 62 of 1888 and 65 of 1890.

(Translation.)

THE President of the Republic of Colombia, in use of the faculty conferred by Article 121 of the Constitution, decrees:

Article 1. Associations or companies domiciled in foreign countries, which have or should establish business of a permanent character in the territory of the Republic, must file, within six months of the commencement of business, their articles of association and statutes, in the notarial office of the circumscription where their head offices are established. Limited liability companies must file also in the same notarial office the authorization of the State should such authorization be necessary for their legal establishment.

Paragraph.—For companies already established in the country the period shall be one year.

Article 2. Said associations must maintain in Colombia, where their head offices are established, a representative fully empowered to represent and defend the company in judicial proceedings in this country.

Paragraph.—The powers of attorney of these representatives should be filed in the notarial offices mentioned in Article 1.

Article 3. The documents mentioned in the preceding articles, to have force in Colombia, must be in accordance with the laws of the country of their origin; and should be duly attested by the Colombian diplomatic or consular officer of that country or by the consul or minister of some friendly nation.

Article 4. Besides the articles of association and statutes of limited liability companies, which must be registered in accordance with Law 42 of 1898, there should also be registered in the respective Circuit Court where the head offices are established, an extract of the powers of attorney of the representatives of foreign companies, certified by the notary before whom they have been filed.

Paragraph.—These extracts, after registration in the Court, should be published at least three times in the official gazette of the Department.

Article 5. It is the duty of the executive power to declare that the prescriptions of this decree have been fulfilled by foreign companies.

Article 6. All acts or contracts executed without the observance of the formalities prescribed by this decree are null and void.

Article 7. The books mentioned in the three first paragraphs of Article 27 of the Commercial Code should be marked, in those places where there is a Chamber of Commerce, in each of the leaves, by the Secretary of the said Chamber, and the first page shall be dated and signed by the President and Secretary, with a note indicating the number of leaves and the owner of the books.

Article 8. Circuit and District Civil Judges and their respective secretaries may charge one half cent gold for each page marked in the books of the association.

Paragraph.—In the Chambers of Commerce the charge of one half cent belongs to the Secretary.

Article 9. The marking of commercial books done by Secretaries of Chambers of Commerce, before the present decree came into force, will be considered valid in all legal questions.

Article 10. The present decree will come into force thirty days after publication in the Official Gazette.

Given in Bogotá, this 19th day of January, 1906.

(Signed) R. REYES, &c.

---

* *I.e.*, post it up in the hall of the Mayoralty, and publish it in the *Journal Officiel*.

LEGISLATIVE DECREE No. 37 OF 1906 (July 10) supplementary to that of January 19, 1906 (No. 2).

(*Translation.*)

THE President of the Republic of Colombia, in use of the faculty conferred by Article 121 of the Constitution, decrees:

Article 1. Those corporations and foreign associations which have permanent business in the Republic shall constitute and maintain therein an agent or power of attorney in the place where their principal offices are established, to represent them before the national tribunals and the administrative and police authorities in cases and actions which may be brought against them.

Paragraph.—These agents or powers of attorney will represent said associations when actions are brought against them and in all kinds of judicial or administrative proceedings, and notifications made to them will therefore be valid as well as the decisions which concern them.

Article 2. When no such agent or power of attorney exists, proceedings will be taken against the representative who manages the ordinary business of the association.

Article 3. When for any reason whatever the aforesaid representatives are not to be found the procedure indicated by Articles 25 and 27 of Law 105 of 1890 for absent plaintiffs will be followed, unless otherwise provided for by public treaty. In this latter case the edict will be published in the Departmental newspaper, if there should be one, and in the national Official Gazette.

Article 4. The extracts referred to in the Paragraph of Article 4 of the Legislative Decree No. 2 of January 19 of this year, will be published in the official newspaper of the respective Department, if there be one, and in the Official Gazette.

Article 5. This Decree will come into force from the date of its publication in the Official Gazette.

Given in Bogotá, this 10th day of July, 1906.

(Signed) R. REYES, &c.

EGYPT.

MIXED COMMERCIAL CODE.

(*Translation of the Articles referred to in the Report.*)

Article 54. An extract from the acts of association of partnerships *en nom collectif* or *en commandite* must be deposited at the office of the Court of Commerce at the place of residence of the association and of each of its branches, to be inscribed in a special register and posted up for three months on a notice board reserved for judicial publications within the precincts of the Court.

Article 55. It must moreover be published in a newspaper which receives judicial notices and which appears in the same place, or in two newspapers appearing in some other town. These formalities can be complied with by each of the contracting parties.

Article 56. This extract shall contain the names, christian names, descriptions and place of residence of the partners other than non-responsible shareholders or *commanditaires*; the firm-name of the association; a statement of those partners who are authorized to manage, administer and sign for the partnership; the amount of contributions paid up or to be paid up on shares or *en commandite*; the dates of the commencement and of the termination of the partnership.

Article 57. These formalities must be completed within fifteen days from the signature of the act of association, under pain of nullification.

Article 58. Nevertheless this nullification shall be excused by publication made before the application for nullity.

Article 59. The partners shall not be able to plead nullification against third parties, but they shall be able to plead it against one another among themselves.

Article 60. If nullification is pronounced, the liquidation of the claims of partners on account of operations which took place before the application for nullity shall take place in conformity with the clauses of the act annulled.

Article 61. The partners, whether sleeping partners or shareholders, shall not be held as jointly and severally liable by reason of the sole fact that the association shall have been annulled.

Article 62. The extract from the Acts of Association is signed, so far as concerns public acts, by the officer who has received them, and so far as concerns acts under a private seal, by the party who shall publish them.

Article 63. The firman authorizing joint-stock companies, as well as the preliminary act of association and the statutes, must be posted at the Court of Commerce during the same period, and inserted in a newspaper, on pain of damages against the directors, who shall be held jointly and severally liable for the debts of the association.

Article 64. Every continuation of the association after its term has expired, shall be authenticated by a declaration on the part of the members.

This declaration, and every act entailing the dissolution of the association before the time fixed for its duration by the act which established it, every change in or withdrawal of the members *en nom*, all new stipulations or clauses which could interest third parties, and every

change in the name of the firm, are subject to the formalities prescribed by the foregoing articles, under the same conditions as regards nullification.

Article 65. Besides the three kinds of association mentioned above, the law recognizes commercial associations *en participation*, which possess neither common funds nor a firm-name.

Article 66. These associations have in view one or many commercial operations. They come into existence for such objects, in such forms, with such proportions of interests, and on such conditions as are agreed upon between the members.

Article 67. The member who has entered into a contract with third parties is alone directly bound in relation to them.

Article 68. The relations resulting as regards the contracting members of these associations are limited to the right and the obligation to arrange as between themselves the profits and losses resulting from transactions undertaken either separately or collectively as a consequence of the contract.

Article 69. Associations *en participation* may be authenticated by production of the books and correspondence.

Article 70. Commercial associations *en participation* are not subjected to the formalities prescribed for the other associations.

Article 71. Every action with reference to the affairs of the association brought against members not being liquidators, or against their assigns, shall be lost by limitation after five years, counting from the date of the termination of the association, if the act indicating its duration has been properly published, or from the date of publication of the act of dissolution.

The general rules as to limitation, relative particularly to bars to limitation, shall be applicable.

FRANCE.

EXTRACT FROM THE FRENCH COMMERCIAL CODE WITH REGARD TO "SOCIÉTÉS EN COMMANDITE."

Article 23. The *société en commandite* is entered into between one or several responsible partners, who are jointly and severally liable, and one or more partners, who are simply sleeping partners,* and are termed *commanditaires* or *associés en commandite*. It is carried on under a firm-name, which must necessarily be that of one or more of the responsible partners, either of whom is answerable for all.

Article 24. Where there are several partners, jointly and severally liable, whose names appear in the style of the firm, whether they all manage the business together, or whether one or more manage for all, the partnership is a *société en nom collectif* as regards them all, and a *société en commandite* with respect to the sleeping partners.

Article 25. The name of a sleeping partner cannot appear in the style of the firm.

Article 26. The sleeping partner is subject to loss only to the extent of the funds which he has put, or ought to have put, into the partnership concern.

Article 27. The sleeping partner can undertake no act of management, even by power of attorney.†

Article 28. In case of infringement of the preceding article, the sleeping partner is liable, jointly and severally with the general partners, for all debts and engagements of the partnership which arise from the acts of management done by him; and he can, according to the number or importance of such acts, be declared jointly and severally liable for all the engagements of the partnership, or for one or more only. Acts of advice, counsel, control, and inspection do not render sleeping partners liable.‡

GERMANY.

EXTRACT FROM THE COMMERCIAL CODE.

"Kommandit" Associations.

Section 161. An association [partnership or firm] whose object is the exercise of a trade under a joint style, is a "Kommandit" association, if the liability of one or more of the partners to the creditors of the association is limited to the amount of a definite deposit of capital (limited liability partners—"*Kommanditists*"), whilst the liability of the other partners is not limited (personally liable partners).

Except so far as is otherwise provided in this section, the regulations in force as regards general partnerships are applicable to "Kommandit" partnerships.

Section 162. The application for registry of the partnership [firm] must, in addition to the particulars prescribed in the second paragraph of section 106§ indicate the limited liability partners ("*Kommanditists*") and show the amount of capital paid in by each of them.

---

* *Bailleurs de fonds*, here translated *sleeping partners*, are simply capitalists, who, although they have put money into the concern, take no active part in it.

† Thus amended by the law of the 6th May, 1863.

‡ Thus amended by the law of May 6th, 1863.

§ Partnership firms on applying for registry must give the names, rank and addresses of the partners, the style of the firm, and the period from which the partnership dates

In the public announcements of registry only the number of the limited liability partners is to be stated; the names, rank and domicile of the limited liability partners, and the amount of the capital paid in by them are not to be announced.

These provisions are correspondingly applicable in the case of the admission of a limited liability partner to an existing partnership, and also in case a limited liability partner leaves a "*Kommandit*" partnership.

Section 163. In the absence of stipulations in the articles of partnership providing otherwise, the special provisions* of Sections 164 to 169 are applicable as regards the mutual relations of the partners.

Section 164. The limited liability partners are excluded from the adminstration of the business; they cannot raise objection to a negotiation [any business action] of the personally liable partners, except when such negotiation is outside the ordinary exercise of the business of the partnership. The provisions of the third paragraph of Section 116* are not affected hereby.

Section 165. Sections 112 and 113† are not applicable to the limited liability partners.

Section 166. A limited liability partner is entitled to demand a copy of the annual balance sheet and to investigate its accuracy by examining books and papers.

The additional rights accorded by section 118‡ to partners excluded from the administration of a business are not granted to limited liability partners.

On the application of a limited liability partner the Courts may, if important reasons exist therefor, order the production of a balance sheet or other statements, as well as of account books and papers at any time.

Section 167. The provisions of section 120§ as to the calculation of profits and loss are applicable also to limited liability partners.

The profits accruing to a limited liability partner, however, are only added to his share in the capital, as long as this does not amount to the deposit of capital agreed upon.

Limited liability partners participate in losses only to the amount of their capital and to the portion of it outstanding.

Section 168. The shares of the partners in the profits are determined in accordance with the provisions of Section 121, paragraphs 1 and 2,‖ provided that the profits do not exceed 4 per cent. of the capital.

In regard to profits in excess of this amount, as well as in regard to losses, a proportionate distribution of the shares according to the conditions is, so far as is not otherwise agreed upon, considered as being stipulated.

Section 169. Section 122¶ is not applicable to limited liability partners. These partners can claim only the payment of the profit accruing to them, but they cannot demand the payment of profits, so long as their capital has been reduced by losses below the amount of the capital agreed upon which has been paid up, or would be so reduced by the payment of such profits.

Limited liability partners are not bound to refund profits received, on account of subsequent losses.

Section 170. A limited liability partner is not entitled to represent the firm.

Section 171. A limited liability partner is directly liable to the creditors of the firm only to the amount of his deposit of capital; provided this deposit has been paid up, his liability ceases.

If bankruptcy proceedings have been opened in regard to the effects of the firm, the right which the creditors have in view of the preceding paragraph is to be exercised during the course of such proceedings by the administrator in bankruptcy.

Section 172. After entry in the commercial register, the capital deposited by a limited liability partner is fixed, as regards the creditors of the firm, by the amount stated in the entry in the register.

Creditors may claim in respect of an increase in the deposit of capital as shown in the commercial register which has not been entered, only if such increase has been made known in the usual commercial way or has been otherwise announced by the firm.

An agreement amongst the partners to remit or delay the payment by a limited liability partner of his capital deposit is not operative as regards the creditors of the firm.

If the capital deposit of a limited liability partner has been repaid to him it is considered as regards the creditors as unpaid. The same is the case if a limited liability partner has drawn profits when his share in the capital has been reduced by losses below the paid-up deposit, or if by drawing such profits his capital was reduced below the amount referred to.

In no case is a limited liability partner bound to refund sums drawn by him in good faith as profits on the basis of a balance sheet drawn up in good faith.

Section 173. Persons entering an existing partnership firm as limited liability partners are liable under Sections 171 and 172 in respect of obligations contracted by the firm before their admission, without distinction as to whether the style of the firm has been altered or not.

---

* Powers of attorney may be granted only by all active members of a partnership unless a delay would entail danger. They may be revoked only by the partners entitled to issue them or consent to their issue.

† Partners in a firm may not engage actively in other business of a similar kind, or become partners in a firm doing similar business, without the consent of their fellow partners. Damages may be claimed for a breach of this provision.

‡ Sle ping partners may instruct themselves in the operations of the firm, examine account books and papers, &c.

§ Provides for the calculation of profits and losses annually on the basis of the balance sheet, and for the addition of profits to and the deductions of losses from the capital of each partner.

‖ In distributing profits, each partner is to receive 4 per cent. on his capital first of all: if profits are less they are distributed *pro rata* (section 121, paragraphs 1 and 2). Section 121, paragraph 3, provides that profits in excess of 4 per cent. (or losses) are to be distributed amongst the partners *per capita* and not in proportion to their capital.

¶ Partners in a firm may draw out 4 per cent. of their capital annually, provided such payment would not clearly damage the interests of the firm, and in addition any other profits accruing to them. Otherwise a partner may not reduce his capital without the consent of the other partners.

Any agreement to the contrary is not operative as regards third parties.

Section 174. A reduction in the amount of capital paid in by a limited liability partner is not operative as regards creditors unless it has been entered in the commercial register of the Court, in whose jurisdiction the partnership firm has its domicile; creditors whose claims arise from a date prior to such entry need not allow the reduction to apply as against themselves.

Section 175. The increase as well as the reduction in a deposit of capital must be reported by all the partners for insertion in the commercial register. Such insertion is to be announced in accordance with the second paragraph of Section 162. The provisions of Section 14* are not applicable to such insertion in the commercial register of the place where the firm is domiciled.

Section 176. If the firm commences business before it is entered in the commercial register of the Court within whose jurisdiction it is domiciled, every limited liability partner who has assented to such commencement of business is liable as regards obligations contracted by the firm up to the time of entry, in the same way as a personally liable partner, unless his participation as a limited liability partner was known to the creditor. This provision is not applicable in conflict with the provisions of Section 2.†

If a limited liability partner enters an existing firm, the provisions of the first sentence of the preceding paragraph are applicable as regards liabilities contracted by the firm during the period between his admission and its entry in the commercial register.

Section 177. The death of a limited liability partner does not entail the dissolution of the firm.

HUNGARY.

Extract from the Commercial Code.

Section 5. The provisions of this law in regard to commercial firms, bookkeeping and powers of attorney are not applicable to hawkers and pedlars in general; they are only applicable to dealers in second-hand clothing, innkeepers, ordinary carriers, boatmen and other tradesmen, so far as the extent of their business is greater than that of a minor trade (*Kleingewerbe*).

Associations of hawkers and pedlars are in no case to be considered as trading associations; associations for the exercise of the other trades named above are to be so considered only if the extent of their business is greater than that of a minor trade (*Kleingewerbe*).

In other respects such persons, if they are merchants in the meaning of Section 3, are subject to the provisions of this law (Cf. C. 763/92). Peddling is regulated by the Decree of September 4th, 1852.

Section 16. Every trader, so far as the exceptions mentioned in Section 5 do not apply to him, is bound, under penalty of the fine determined by Section 21, to have his firm registered at the Commercial Court within whose jurisdiction his business is domiciled, at the same time as he commences business: he must also sign the signature of the firm in person before the Court or forward such signature in an attested form.

Before such registration takes place, a merchant cannot participate in the rights which are accorded by this law to merchants, but he is liable in the meaning of this law towards third parties in regard to any obligations contracted.

Commercial companies must also register their style in the Commercial Register (Sections 65, 126, 158, 226). The style of a branch establishment must be registered at the Court having jurisdiction according to this section (section 18). A merchant, even if not registered, must keep account-books and in case of bankruptcy can be held criminally liable in this respect (C. 9902/83).

Section 19. If the firm is altered or ceases to exist, or if the proprietors of the firm are changed, these facts must be reported for entry in the commercial register and for notification.

If the alteration or extinction of the firm is not entered in the commercial register and publicly notified, persons affected by such facts can make legal use of them as against third parties, only if they show that they were known to such parties.

Section 21. Persons failing to observe the provisions of this law as regards the registration of firms are liable to a fine not exceeding 500 gulden to be inflicted summarily by the Court concerned.

A period of 14 days is to be allowed, under penalty of the fine, for the person concerned to effect registration; after the expiry of that period without effect the amount of the fine is to be collected by distraint. Fines which have been inflicted but cannot be collected may not be converted into imprisonment.

Similar procedure is, without prejudice to the stipulations of Section 24, to be adopted against persons who make use of the style of a firm without proper authority.

The provisions of this section refer not only to the registration of a new firm but are applicable also in case of the alteration or extension of a firm (C. 5459/83).

Cf. The Order of the Minister for Agriculture, Industry and Trade, of April 9th, 1895, Circular 11,447.

Section 37. The holder of a power of attorney ("Procurist") is a person who receives from the proprietor of a firm (principal) a deed specially designated as a power of attorney, or who is specially designated as holder of a power of attorney, or who is empowered to sign the signature of the principal *per procura*.

---

* Enacts penalties for failure to record particulars of a firm in the commercial register, etc.

† An industrial undertaking is only regarded as a trading concern within the meaning of the Commercial Code if the style of the person (or body) carrying it on is recorded in the commercial register.

Such power of attorney may be granted to several persons individually or collectively. In the latter case it is a collective (joint) power of attorney.

Unlimited trading companies, *commandite* firms, joint stock companies and associations, may also appoint persons as holders of powers of attorney.

A woman may also hold a power of attorney (C. 996/93).

Section 38. The power of attorney authorizes the holder to undertake all kinds of judicial and extra-judicial actions and negotiations, in connection with the exercise of the business; it replaces any special deed of authority required by Civil Law and entitles the holder to engage and dismiss employees and representatives.

The holder of a power of attorney is authorized to alienate or mortgage real estate, only if special authority is granted therefor.

The holder of a power of attorney is not entitled to sell the whole business (C. 306/90), or take over debts without consideration therefor (1378/94), to remove the firm from the Commercial Register (B. T. 2264/79), as these actions are not part of the exercise of a business. Summonses against the principal may be served on the holder of a power of attorney (C. 996/93, 773/94).

Section 39. A limitation of the power of attorney is of no legal effect as regards third parties.

Section 40. The holder of a power of attorney has to sign by adding to the signature of the firm his own name with words showing that he holds a power of attorney.

In case of a collective power of attorney, each of the persons so authorized must append his name to the signature of the firm which has to be provided with the addition referred to.

The judicial validity of a signature does not depend on the observance of this provision (C. 425/90, 408/99).

Section 41. The issue of a power of attorney is to be notified to the proper Court for entry in the commercial register by the principal in person, or else in an attested form. The holder of the power of attorney must at the same time present to the Court his form of signature on behalf of the firm, or else forward such signature in an attested form.

Persons concerned must observe these provisions under penalty of the fines fixed in Section 21, to be inflicted by the Court.

Power of attorney does not however depend on entry in the Commercial Register (C. 1007/87).

Section 42. The extinction of a power of attorney is to be notified by the principal for entry in the commercial register.

If the extinction of a power of attorney has not been entered in the commercial register and publicly made known, the principal can only make legal use of the fact as against third parties if he shows that it was known to such parties at the time the transaction was concluded.

The extinction of a power of attorney may also be notified by the holder (B. T. 6464/91).

Section 65. The establishment of a trading company (partnership firm) without limitation of the liability of the partners must be notified on the commencement of business to the Court within whose jurisdiction the firm has its domicile, and, in addition, to each Court in whose jurisdiction it has a branch for the purposes of entry in the commercial register.

The notification must contain:—

(1) the name, rank and address of each partner;
(2) the style of the firm, and the place where it has its domicile;
(3) the date from which the partnership began;
(4) in case it has been agreed that only one or certain of the members of the firm are to represent it, a statement of the person or persons designated for the purpose, and as to whether such right is only to be exercised jointly.

The registration of an unlimited trading company is not necessary for its establishment (C 497/99).

Section 126. The establishment of a *Commandite* company (partnership firm) is to be notified by the members at the commencement of business to the Court specified in Section 65 for the purposes of entry in the commercial register.

The notification must contain—

(1) the name, rank and address of each personally liable member;
(2) the name, rank and address of each *Kommanditist* [sleeping partner] with a statement that he is such;
(3) the style of the firm, and the place where it has its domicile;
(4) the amount of capital put into the firm by each *Kommanditist*.

The notification is to be entered in the commercial register in its entirety, and must be signed by all the members in person before the Court, or presented in an attested form.

In the public announcement of a *Commandite* company the names, rank and addresses of the *Kommanditists*, as well as a statement of the agreement as to the capital to be paid up by them, are notified only at the request of those concerned.

MEXICO.

COMMERCIAL CODE.

(*Translation.*)

Article 18. The mercantile register shall be kept in the principal town of the division or judicial district in which the merchant has his domicile, by the officers charged with the public registry of property, failing these by the recorders of mortgages, and in the absence of both by the judges of first instance of the ordinary jurisdiction.

Article 19. Registration or entry in the mercantile registry shall be optional for individuals engaged in trade, but is obligatory for all commercial companies, and for ships. In

the case of individuals the mere fact of entering any document which has to be registered is *ipso facto* sufficient registration.

Article 21. On the page on which each merchant or company is entered, the following details shall be noted:—

(i.) the name of the individual, or company, or firm;
(ii.) the nature of the trade or business engaged in;
(iii.) the date on which the business is to be, or may have been, commenced;
(iv.) The domicile, specifying the branch houses which may have been established, without prejudice to entering such branch houses in the registry of the judicial district in which they may be located;
(v.) The deed of association of a commercial company whatever may be its object or category, as also any deed referring to any modification, rescission, or dissolution of said company;
(vi.) in the case of joint stock companies formed by public subscription, the minutes of the first general meeting and the documents annexed to them;
(vii.) the general powers and appointments conferred on the managers, agents, employees, and all others engaged, as also the revocations of the same, should there by any;
(xii.) any increase or decrease in the cash capital of joint stock or limited companies (*Sociedades anonimas y en Comandita por acciones*);
(xiv.) all issues of shares, preference stock and bonds of railway and all other companies, whether relating to public works, institutions of credit, or other objects, stating the series and number of the certificates of each issue, the interest and amortization, the total amount of the issue, and the properties, works, rights, or mortgages, if any, affected to the payment. The issues made by private individuals shall also be registered, in conformity with these provisions.

Article 22. When any of the deeds or contracts referred to in the preceding article have, by the terms of the ordinary civil law, to be registered or entered in the public registry of property or in the registry office of mortgages, such entry in said registry shall be sufficient to fulfil the required purpose of the mercantile law, provided that note be taken in the mercantile registry of the entry made in the ordinary public registry or in the mortgage office.

Article 23. The registration to which Article 21 refers must be made in the capital of the district or judicial section of the domicile of the merchant or company, but if it refers to a question of real property, or to rights over such real property, the registration must also be made in the capital of the judicial section or district in which the property is situated.

Article 24. Foreign companies desiring to establish themselves, or create branches in the Republic, shall present and enter in the register, in addition to the proof of legalization of their statutes, all contracts and other documents referring to their incorporation, their inventory or last balance sheet, if they have one, and a certificate that they are incorporated and authorized in accordance with the laws of their respective countries, such certificate to be given by the Mexican Minister there, or, in his absence, by the Mexican Consul.

Article 25. Registration can only be effected on production of the instrument, document, or written declaration presented by the merchant, when the matter to be registered is not required to be contained in a notarial act.

Documents from foreign countries, which have to be registered, must be previously legalized in the Republic.

Article 27. The omission to register documents will entail that, in case of bankruptcy, they will be presumed to be fraudulent, in the absence of proof to the contrary.

Article 30. The mercantile register shall be public.

The registrar is bound to assist any person who may seek information on any matter appearing on the register page of any merchant, company or ship, and shall, in compliance with a request to that effect, furnish written proof of the whole contents of the page or of one or more of the operations therein recorded.

Regulations concerning the Mercantile Register.

Article 2. The following books shall be kept for the mercantile register:—

Book No. 1.—In which the entries shall be made.
Book No. 2.—First additional book in which all title deeds to property shall be registered.
Book No. 3.—Second additional book in which the articles of association and powers of companies shall be registered.
Book No. 4.—Third additional book in which particulars shall be entered of any other deeds and contracts which require to be registered.
Book No. 5.—Fourth additional book in which judicial decrees and sentences must be registered.

Article 3. In addition to the books mentioned in the preceding article, a general index shall be kept recording the christian names and surnames of all those concerned in the transactions registered, and a day book for the registration of title deeds, in which shall be entered, in strict order, the title deeds and the hour at which they are presented.

The entry shall be signed by the person presenting the title deed, who shall also sign the receipt for the return of the same when this takes place, stating that it has been duly registered and re-delivered to him, or, in the contrary event, the reason why this has not been done.

Article 4. In the federal district the registration books must be duly legalized on the first and last pages by the signatures of the Minister of Justice and of either the Director of the registry office or the person in charge of the register, and by the initial of the latter on all the other pages.

In the States the books shall be legalized by the Governors, or the chief political officers as representing them, and by the person in charge of the registry office; and in the Territories, by the chief political officers, or sub-prefects, and by the Judge of first instance of the locality. A statement of all the transactions recorded in the register shall be transmitted every month to the Ministry of Justice.

Article 19. All persons registering, in order to furnish an exact account of the property or the rights which form the subject of registration, must comply with the following regulations:—

(1) The christian name and surname, the age, civil status, profession, and domicile of the persons interested in the documents registered must be duly registered.

(2) The nature of the contract or deed, the sums involved, the exact object, the amount of capital or capitals, the interest, period, conditions and other circumstances relating to the said deeds or contracts, shall be clearly set forth.

(3) If a firm or commercial company is in question, the designation or name under which it trades must be given, and if any question of real property be involved the value of such property must be stated, as also the number and book of its registration in the public registry of property.

NETHERLANDS.

Commercial Code.

Chapter 3.

Of Commercial Partnerships.

First Section.

General Provisions.

14. The law acknowledges three kinds of commercial partnerships—

Partnership under a firm;

Partnership by way of advancing or investing money or "sleeping partnership" (*en commandite*);

Anonymous partnership. Joint-stock companies.

15. The obligations in commercial partnerships are determined by the agreements entered into by the parties by special commercial laws and by the civil law.

Second Section.

Of partnership under a firm, and that by way of an advance or investment of money, or "sleeping partnership" (en commandite).

16. Partnership under a firm is one entered into by two or more persons with a view of carrying on business in their joint names.

17. Each of the partners who is not precluded from doing so by the articles of co-partnership, has power to act, pay and receive moneys in the name of the firm and to bind the firm to third parties and third parties to the firm.

Transactions foreign to the partnership, or those that the partners are disqualified from entering into according to the articles of co-partnership, are not comprised in the foregoing rule.

18. In a partnership under a firm each partner is individually liable for all the debts and obligations of the firm.

19. Partnership by way of an advance or investment of money, or sleeping partnership (*en commandite*), is entered into between a person or persons as partners individually responsible for the whole and one or more other persons as furnishers of funds.

A partnership may thus, at one and the same time, be a partnership under a firm with respect to the partners under the firm and a sleeping partnership with respect to the person furnishing funds.

20. Save the exception mentioned in the second paragraph of Article 30, the name of the sleeping partner may not be used in the firm.

Such a partner may not perform any administrative act or be employed in the business of the firm not even by virtue of a power of attorney.

In case of loss his liability is limited to the sum of money he brought into the business or should have brought in, without ever being obliged to refund any profits he may have enjoyed.

21. The partner by way of advance who infringes the provisions of the first or of the second paragraph of the preceding Article, is jointly responsible for all the debts and obligations of the firm.

22. Partnerships under a firm must be contracted either by authentic or by private deed, without the absence of such a deed allowing of being set up as an objection to the claims of a third party.

23. Partners under a firm are bound to have the deed inscribed in the registers destined thereto at the office of the Clerk of the District Court in the place or places where the partnership is established, or in default thereof, at that of the Canton Court.

24. The partners under a firm are nevertheless at liberty to have only an extract of the deed registered, provided such extract be drawn up in authentic form or signed by all the partners.

25. Anyone is allowed to read the deed or extract and may obtain a copy thereof at his own expense.

26. The extract alluded to in Article 24 must contain—

(1) The family names, christian names or prenomens, profession and domicile of the partners under the firm;

(2) The designation or style of the firm, and whether the partnership be general or confined to some particular branch of business; in the latter case with a statement of such special branch;

(3) A designation of the partners who are precluded from signing for the firm;

(4) The time when the partnership commences and that at which it will expire;

(5) And further, in general such parts of the agreement as tend to determine the rights of third parties in regard to the partners.

27. The registration must bear the date of the day on which the deed or extract is deposited at the office of the Clerk to the Court.

28. The partners are, moreover, bound to cause an extract of the deed, as laid down in Article 26, to be inserted in the Official Gazette, as well as in one of the newspapers of the place, where the partnership is established, and if none be published there, in that of a neighbouring place.

29. Until the registration and publication aforesaid have taken place, the partnership under a firm shall be considered with respect to third parties as embracing commercial affairs in general and as excluding none of the partners from the right of acting or signing for the firm.

In case of any discrepancy between the registered and the published text, only such provisions will affect third parties as were published in the Official Gazette and in the newspapers.

30. The firm-name or style of a dissolved partnership may be continued by one or more persons, either by virtue of the agreement or by the express consent of the former partner whose name appeared in the firm, or in case of his decease, provided no opposition be offered by his heirs. The person or persons thus continuing the firm shall cause a declaratory deed to be registered and notice thereof to be given in the papers, pursuant to the provisions of Article 23 and the following, and under the pain stated in Article 29.

The rule contained in the first paragraph of Article 20 is not applicable where the retiring member from "partner under a firm" becomes a partner by way of advance, or sleeping partner.

31. The dissolution of a partnership under a firm before the expiration of the term agreed upon or owing to relinquishment or notice to end its prolongation beyond the term originally fixed, as also all modifications of the original agreement as far as they regard third parties, are subject to the aforesaid registration and publication in the newspapers.

The neglect thereof precludes the dissolution, the relinquishment or the notice to end the partnership from affecting the interests of third parties.

If the registration and publication are neglected, the provisions of Article 29 become applicable in the event of a prolongation of partnership taking place.

32. On a dissolution of partnership, the partners that have had the right of management must settle the affairs of the late partnership in the name of the said firm, unless it should have been otherwise agreed upon, or some other liquidator have been appointed by the collective partners by poll and by majority of votes, to the exclusion, however, of the sleeping partner or partners.

Should the votes be equally divided, the District Court will dispose of the matter in the way it may consider most conducive to the interests of the dissolved partnership.

33. If the available funds of the dissolved partnership prove inadequate to pay the debts falling due, those charged with the liquidation may call in the necessary funds which must be supplied by each of the partners in proportion to his share in the partnership.

34. The moneys that can be dispensed with during the liquidation shall be provisorily divided.

35. After the liquidation and final dissolution, and if no agreement has been come to in respect to the books and papers of the dismembered partnership, they shall be deposited with the partner that the majority or, in case of the votes being equally divided, the District Court shall appoint, under reservation, however, of the partners or their representatives being allowed free access thereto.

NORWAY.

CIRCULAR FROM THE HOME DEPARTMENT OF THE ROYAL NORWEGIAN GOVERNMENT.

By Royal Resolution of 29th July this year this Department, in accordance with Act of 17th May, 1890, Section 5, concerning commercial registers, firms and procuration, has been graciously authorized among other things to give the needful detailed Regulations regarding the keeping of the commercial registers, and regarding the notifications mentioned in Section 4 of the said Act.

In accordance herewith the Department appoints that the said registers shall be four in number, paged, taped, and authorized by the sheriff (amtmand), namely three main registers and one supplementary register, to be kept in accordance with the three schedules herewith annexed, in three parts, of which Part A is to embrace individual firms (firms consisting of a single person),* unlimited companies and partly limited liability companies, which latter to include partly limited liability joint stock companies; Part B joint stock companies; and Part C other companies with limited liability.

In the main register each registered firm is to have an entire folio, embracing two opposite pages, where the notices regarding the firm received from time to time shall be entered

* [N.B.—It appears from the wording of sections 8 and 35 of the Act of May, 1890, that individuals must register in the same way as "unlimited companies" (*i.e.*, partnership firms) and other companies. Section 17 requires the full name and address of the trades, the nature of the business, and the commune where it is carried on, to be stated.]

successively in the columns appropriated for them, in such a manner that every entry concerning a notice be separated from future notices through a line across the whole breadth of the folio. When a folio is filled with writing it shall be concluded with a reference to the new folio allotted to the firm; and this folio is to be provided with a reference to the previous folio, and the new notices that are added are to have consecutive numbers in continuation of the consecutive numbers of the former folio.

To all the three parts in common two alphabetical tables of contents are to be kept in separate volumes, one of them for the firms registered with note of the municipality where the business office is situate, the second for all the persons mentioned in the notices, with reference to the folios where the names are to be found. When notice is given of the cessation or removal to another district of a business, or when the firm is altered, the firm is to be struck off the register as well as off the table of contents, yet in such a way that what is struck out is still legible.

To facilitate the weekly extracts mentioned in the Act, Section 36,* it will also be convenient to keep a consecutive chronological list of all the notices received, also with reference to the folio in question.

When notice is given of the establishment of a branch office either outside of the municipality, but within the district in which the office of the main business is situate, or within the same municipality, but under a firm or style different from that of the main business, only a brief remark about the notice of the establishment of a branch is to be made on the folio of the main business, whereas the notice in full is to be entered on the folio of the branch in the register, that is to say, under the statement of the municipality in which the business office of the branch is situate is to be noted, "Branch of the firm N. N.," with a reference to the folio concerned, in case the branch is situate in the same district as the main business.

If the notice be made in accordance with Act, Section 37, No. 2, there shall be noted, under the name of the firm, "Noted in accordance with Section 37."†

With regard to the individual columns is to be observed:

In column 5 is to be noted the whole of the contents of the notices, consequently not those parts alone which are to be noted in the special columns, yet so that the firm and the municipality in which the office of the business is situate need not be repeated at every consecutive number. In column 6, Part A (the general nature of the business) is to be stated only the main branch to which the business belongs, such as trade, banking business, industry, or any other of the categories mentioned in the Act, Section 35,‡ while in the corresponding columns in Parts B and C the nature of the business should be more particularly specified.

In column No. 8 is expressly to be stated, if necessary, that the right of signing for the firm may be exercised only by several persons conjointly; for persons who have got the procuration, similar reservations (Act, Section 26, Comp., Section 31) are to be noted in column No. 10.

When notice is given about the establishment of partly limited joint stock companies (kommanditaktieselskaber), which are to be entered in Part A, the requisite information about the amount of the share capital of such partly limited joint stock company and the division of the capital into shares, and as to how much of it has paid up, is to be noted in those columns of the part which are set aside for partly limited liability members (kommanditister).

Notices stating that the business has been placed under the management of trustees (Act, Section 15) to be entered in column No. 5, in the Parts B and C also in column 7, and, as far as the signature is concerned, in column 8 of all the parts.

The observations mentioned in the Act, Section 21, 4th and 5th item, are to be entered only in the column for observations.

In the supplementary register are to be entered, under consecutive numbers, the signatures of firms, mentioned in the Act, Sections 22 and 31, and they must all be provided with a note of reference to the folio and consecutive number of the notice in question in the main register. It is to be observed that these signatures shall comprise only the autograph signature which is used by the person in question when signing for the firm.

The attention of the keepers of registers is particularly called to the stipulation in the Act, Section 3, which provides that the notice, if it does not satisfy the stipulation of the law, or if it contains anything, the entering of which is not warranted by the law, shall be rejected.

The official concerned is to provide and to pay all the registers.

The publications, mentioned in Section 4 of the Act,§ of the notices given shall be inserted once in the Official Gazette (*Kundgjörelsestidende*). It shall be incumbent on the keepers of the registers to take great care that no errors get into the publications, and, in case of such errors, to see that they are corrected as soon as possible.

It is of course incumbent on the superior magistracy to see that the registers are kept in accordance with the schedules mentioned above, and in proper order.

Which is hereby communicated for observation and further communication to those whom it concerns; some copies of the present circular and of the said schedules are herewith annexed.

Kristiania, November 11th, 1890.

Ole Furu. CHR. AUG. JENSSEN.

---

* Section 36 provides, *inter alia*, that any person may obtain weekly copies of all entries in the Commercial Register for an annual payment of 40 krone in Christiania, and 20 krone elsewhere in Norway.

† Section 37, No. 2, apparently relates to the registration of existing firms which had not registered under the Law previously in force.

‡ Besides ordinary mercantile businesses, Section 35 embraces publishing books and music, art trades, bill broking, insurance business, manufacturing, mining, shipowning (by firms), and savings banks. Joint stock companies are included whatever be the nature of their business.

§ Section 4 provides that all entries in the register of firms and companies shall be published in the Official Gazette. A collection of these notices is also to be published with an annual index.

Fol.

PART A.

Firm, Business office at

1	2	3	4	5	6	7	8	9	10	11	12	13	14
No.	Journal number.	When the notice was registered.	When the notice was advertised.	Contents of notice.	The general nature of the business (enterprise).	Proprietors of the business, or liable partners.	Right to sign for the firm.	Consecutive number in the Supplementary Register.	Procuration.	Consecutive number in the Supplementary Register.	Partly liable partners (members). Name.	Partly liable partners (members). Capital invested.	Observations.

Fol.

PART B.

Firm, Business office at

1	2	3	4	5	6	7	8	9	10	11	12	13	14
No.	Journal number.	When the notice was registered.	When the notice was advertised.	Contents of notice.	The nature of the business (enterprise).	Directors.	Right to sign for the firm.	Consecutive number in the Supplementary Register.	Procuration.	Consecutive number in the Supplementary Register.	The amount of the share capital, its division into shares and how much is paid up.	Date of Bye Laws.	Observations.

Fol.

PART C.

Firm, Business office at

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
No.	Journal number.	When the notice was registered.	When the notice was advertised.	Contents of notice.	The nature of the business (enterprise).	Directors.	Right to sign for the firm.	Consecutive number in the Supplementary Register.	Procuration.	Consecutive number in the Supplementary Register.	The Capital invested (paid up) in the Company.	If any of the members are responsible for the liabilities of the Company, and if so, who and how.	Date of Bye Laws.	Observations.

PERU.

(Translation.)

Mercantile Register.

The offices for the registration of real landed property having been commissioned for the management of the mercantile register, instituted by the new Commercial Code, it is considered necessary to give an idea of it.

It may be stated that it is in perfect analogy with that for real estate, both as to the principles on which it is founded and in the manner of working it. The Commercial Code as well as the Mercantile Regulations will assimilate with those of the said register, giving it the character of a legal institution.

According to our old commercial legislation, the so-called public register of commerce was established, which was kept at first by the Secretary of the Tribunal of Commerce, and, when this was suppressed, by the Notary of Commerce (or Commercial Notary). The said register was limited to taking note of some acts and contracts celebrated by merchants.

The Commercial Code promulgated on the 15th of February, 1902, establishes the mercantile register in its second section, Article 16; leaving in the hands of the Supreme Government, by Article 32, the right of naming the registrar.

In view of this authorization, the said duty has been entrusted to the register of real estate by Article 2 of the Regulations promulgated by the executive on the 19th of April, 1902. It is thus established in all the places where the said institution has officers, and has commenced to work since the 1st of July of the said year.

The commercial notaries, according to one of the temporary dispositions of the Regulations, should have handed to the respective registrars the books, indexes and documents which contain the archive of the old register of commerce.

The new register is divided into three sections, to be kept in different books, which correspond to Merchants, Societies and Ships.

Just as in the register of real estate, the first inscription should be that of dominion or possession of the actual holder, so also in the mercantile register before inscribing the acts or contracts referring to the merchants, societies or ships, the owners should be first registered.

The inscription of the *Merchant* should contain his full name, his age, his condition, the kind of business he is in, the title or name of the establishment, the date on which he commenced or will commence his operations, the capital with which he works, his residence, specifying the branches established, and any other circumstances which the registrar judges useful to inscribe.

To effect the inscription of the merchant, it is sufficient for him in soliciting the same to specify the above-mentioned information in a petition drawn up on stamped paper No. 5, presented personally or through a verbal messenger to the registrar of the Department where he carries on his business.

If the inscription is solicited by a married woman, she shall add a public deed in which the authorization of her husband appears; or when this is wanting, a document in which it appears that she carries on business with his consent, that she carried it on before contracting matrimony, that she is legally separated, that the husband is under guardianship, that he is absent and she ignores where he is, or that he is suffering from legal imprisonment.

The female merchant who contracts marriage should have the alteration in her state noted in the register.

Minors who have not been emancipated, and the incapable, can continue, through guardians, the business which was carried on by the fathers or founders.

Merchants are, according to the Code, those who, being capable to carry on business, dedicate themselves to it habitually, and mercantile or industrial companies are such as are constituted in accordance with the said Code.

A merchant who is not registered cannot ask for the inscription of any document nor take advantage of any of its legal effects.

Mercantile societies are those which are established in accordance with the dispositions of the Commercial Code, and shall be denominated, in accordance with their constitution, *collective*, *by representation*, or *anonymous*.

Such of these last that existed previous to the publication of the Commercial Code shall reform their respective statutes in accordance with the dispositions contained in it.

The Code contains the necessary rules for their inscription, therefore, the anonymous societies that are not registered lack the legal capacity to contract, and lose the benefits conceded by the commercial law.

Foreign companies which desire to be registered as established in Peru, or to register their branches, shall present, beside the deed of partnership and other documents necessary, a certificate issued by the Consul of Peru, where they are established, stating they are constituted and authorized in accordance with the laws of their respective countries.

The deeds of partnership or statutes of societies that are not registered shall only have effect between those that sign them, but cannot prejudice a third person who, on the other hand, can use them in his favour.

In the inscription of a company shall be stated all the circumstances which, in accordance with the Commercial Code, should be noted in reference to its class, the statutes of its constitution, and the registration shall be effected in view of these testimonies, if they are found in legal form, and have been drawn up by a competent functionary.

Besides the inscription of the merchants or societies, with which the register commences, shall also be inscribed in the entries of the merchants or societies, the general powers of attorney and the cancellation of the same: the deeds of donations, marriage settlements, and the titles which accredit the merchant's wife's property: the emission of shares, schedules

and obligations, and their cancellation: the titles of the industrial property, patents of invention, trade marks: the deeds of modification, of rescission or dissolution of the societies, and the acts by which an increase or decrease of capital is agreed upon; as also any other variation of the substantial conditions of the inscribed.

The documents inscribed in the mercantile register shall only produce legal effect, in prejudice of a third person, from the date of their inscription; so that they cannot be invalidated by others, anterior or posterior, that are not registered.

The register is public and the registrars allow inspection whenever the interested person desires it, and also issue certificates of the entries made.

In the mercantile register there should also be, besides the books for merchants, societies and ships, a Diary, as in that of real estate, where the date and hour that the documents are delivered are noted.

All the books mentioned are opened, closed and executed with the same formalities as those of the register of real estate, and, therefore, offer the same guarantees.

When matters occur that are necessary to be inscribed in the mercantile register and that of real estate, on account of their referring to propriety or actual rights, a certificate issued from the last-named register shall be presented to the mercantile register, showing the registration of the same.

The fees charged for the inscription in the mercantile register appear in the tariff annexed.

Tariff of Fees of the Mercantile Register.

Article I. For each inscription of a merchant: the fourth part, only once, of the sum he pays every six months for his industrial patent.		
Article II. For any society or company: if the social capital does not exceed five thousand sols (£500)	2 sols =	4s.
Article III. The societies whose capital is more than five thousand sols (£500) shall pay besides the 2 sols (4s.) For each thousand sols or fraction of a hundred, up to five hundred thousand sols (£50,000)	50 c. =	1s.
For any excess over this amount—for each thousand or fraction of a hundred	25 c. =	6d.
Article IV. The payment shall be on the effective capital paid up on instituting the company or on the amount that shall be paid up in a short period in accordance with its constitution, it always remaining responsible for the payment of the fees named, on the further payments on account of capital as they take place.		
Article V. Nevertheless, the societies can pay the fees on the total nominal capital, although it has not all been paid up, in which case a reduction of one half of the rate charged in the previous articles will be made.		
Article VI. All increase in the social capital shall be subject to the fees before indicated.		
Article VII. For the emission of schedules or obligations over the capital when do not exceed five thousand sols (£500)	2 sols =	4s.
For each thousand sols or fraction of a hundred, up to five hundred thousand sols (£50,000)	50 c. =	1s.
For any excess over this amount, for each thousand or fraction of a hundred	25 c. =	6d.
Article VIII. When a contract should be inscribed in register for real estate and in the mercantile register, the fees for the second inscription shall only be half of the amount considered in this tariff.		
Article IX. For donations, the property of a wife: when the capital does not exceed one thousand sols (£100)	1 sol =	2s.
For each thousand in excess, or the fraction of a hundred	50 c. =	1s.
Article X. For matrimonial contracts	5 sols =	10s.
Article XI. For powers of attorney, the modifications, transfer or cancellation, and license to married women or their cancellation	1 sol =	2s.
Articles XII. For titles of industrial property, patents of inventions and trade marks	5 sols =	10s.
Article XIII. For any kind of vessel or its transfer: if its value does not exceed five thousand sols (£500)	2 sols =	4s.
For each thousand in excess or the fraction of a hundred...	50 c. =	1s.
Article XIV. For the contracts in virtue of which the ship is obliged to carry out its charter, if the amount does not exceed two thousand sols (£200)	1 sol =	2s.
For each thousand in excess or the fraction of a hundred...	25 c. =	6d.
Article XV. For any other entry in the register of merchants, societies or ships, not already specified	1 sol =	2s.

Article XVI. For the deposit of the books of agents in the cases determined by the law ... ... 2 sols = 4s.

Article XVII. For the entries of presentation, annotation, cancellation, certificates and other ordinary acts with those of the register of real estate, the fees shall be fixed in accordance with the tariff on the said register.

Lima, 1st October, 1902.

MIGUEL ANTONIO DE LA LAMA,
General Director.

ROUMANIA.

LAW ON THE REGISTRATION OF FIRMS.

(Translation.)

18th March, 1884.

Article 1. Every merchant is obliged to apply for the inscription of his firm-name in the Register of the Court of the circuit in which he has established his business.

Article 2. The form of application must set forth the names and residence of the merchant, the nature of the business, the place and premises where his establishment is located, as well as the firm-name of which he wishes to avail himself.

Article 3. The firm-name must be distinct from other firm-names in the same locality already inscribed in the Register.

Article 4. If a merchant possesses several business establishments in the circuit of the same Court carried on under different firm-names, he must apply for the registration of each of these firm-names.

In like manner if a merchant possesses establishments in several places in different districts, he shall apply for the registration of his firm-names in each of the circuits where these establishments happen to be.

Article 5. Every change in a firm-name must be notified to the Court, in order that it may be indicated in regard to the original entry and that a new entry may be made in the Register of Firms.

Article 6. In like manner notice shall be given to the Court, with a view to mention being made thereof in the Register of Firms, regarding—

(1) Every change in the residence of the merchant or in the locality of his business establishment.

(2) The discontinuance of the firm, as well as

(3) The transference of the business establishment to another person, whether by contract or inheritance.

Article 7. A merchant who is married must lay before the Court, in order that mention may be made thereof in the Register of Firms, all matrimonial agreements, definitive judicial decisions, by which is declared the value of the dowry or of the paraphernalia brought by the wife, as well as any cessation of separation, in conformity with Article 1270 of the Civil Code.

Article 8. There shall likewise be inscribed in the Register of Firms every power of *procura* given for the conduct of the business of a commercial establishment entered in the Register.

The application shall contain the names and domicile of the possessor of the firm-name which the holder of the *procura* will have to sign, the establishments designated by the firm-name, the rights conferred on the holder of the *procura*, as also the names and residence of the holder of the *procura*.

Article 9. In case of the withdrawal or extinction of the power of *procura*, the possessor of the firm-name must notify the Court to that effect, in order that mention thereof may be made in the Register of Firms.

Article 10. All commercial associations are likewise obliged to apply for the entry of their firm-name in the Register of the Court in the circuit where their domicile is situated.

If the associations have branch establishments in the circuits of different districts, the registration of the firm-name of the branch establishments also shall be effected at the Courts in the circuits where these branch establishments are situated.

The application for registration shall set forth: the names and residences of all the members of the association; the firm-name of the association; the place where the association has established its domicile and, whether it has any branch establishments; the time at which they began or shall begin to transact business; it shall further set forth whether one or all of the members represent the association, and have the right to sign the firm-name, and in this case the names and residence of the members who represent the association and have the right to use its signature.

Article 11. A change in the firm-name or in the locality of the association, the death of one of the members, or the incapacitation of one of the members as regards administration of the common funds, shall be notified to the Court in order that mention may be made of the fact under the number under which the association is registered.

Article 12. The provisions of Articles 10 and 11 shall be applicable to commercial associations governed by Articles 18 to 48 of the Commercial Code.

Article 13. With regard to *cosociétés en commandite par actions* and *sociétés anonymes*, over and above the observance of the provisions of the Commercial Code. there must be entered in the Register of Firms:—

(1) The names and domicile of the director, or of the members of the board of directors, and of the executive committee who represent the association and are able to sign documents binding upon the association.

(2) All changes introduced into the statutes voted by the general meeting of shareholders and approved.

(3) The names and domicile of those appointed liquidators.

Article 14. No entry shall be made in the Register of Firms if it has not been approved by the Court, in conformity with the following Articles:—

Article 15. Every application for entry in or annotation of the Register of Firms, made in conformity with the above provisions, must be submitted to the Commercial Court or, where there is no distinct commercial section, to the Civil Court, which must make its pronouncement at latest after a delay of ten days after the application for entry.

Article 16. The Court must satisfy itself as regards the identity of the persons applying for registration, also as to whether the formalities required by the present law are complied with; whether the person is capable of transacting commercial business conformably with the dispositions of Articles 1 to 6 of the Commercial Code; and further, in the case of an application for registration of a firm-name, whether there does not exist in the same locality an identical firm-name.

In like manner it shall be required at the Court that the owner of a firm-name, or the person who shall be permitted to use the firm's signature, shall himself sign before the Court.

Article 17. In case the Court should not admit an application for registration, the party interested shall have a right of appeal from the decision of the Court within a period of one month following after the delivery of sentence; the Court of Appeal shall be called upon to give the case an immediate hearing.

Article 18. The Court shall on its own initiative regulate the entry or annotation in the Register of Firms, of declarations of bankruptcy, agreements for composition (*traité de concordat*), and definitive judicial liquidations of the assets of a merchant or of a commercial association.

Article 19. The Register for the inscription of firm-names shall be kept at the office of the Court, and shall there be open to inspection by the public.

Any person may ask the clerk of the Court to allow him to consult the Register of Firms, as well as to obtain copies of entries in the Register. The entries in the Register of Firms shall be posted up on the doors of the Court and shall be published by the newspapers which publish official announcements.

Article 20. All the authorities, police or communal, and all Chambers of Commerce, as well as all tax-collectors, must notify to the Court any firm-names under which a merchant or a commercial association carries on business without being registered, as well as any changes in firm-name which they may suspect are not registered.

Article 21. All persons who may have suffered injury by the registration of the firm-name of a merchant contrary to the dispositions of the present law, shall be able to demand the nullification of the entries made in the Register and reparation for their injuries.

This petition shall be heard before the Commercial Court, or, where there is no Commercial Court, before the Civil Courts.

Article 22. If a merchant or a commercial association carry on business without having applied for the registration of their firm-name, or if the entry in the Register of Firms have not been applied for in all the cases provided for by the present law, the Court shall be able to decree a fine of from 25 frs. to 1,000 frs., according to the importance of the business transacted.

In case of continuation of the offence, or repetition thereof, the Court shall decree a fine of from 100 frs. to 2,000 frs.

The convicted party shall have the right of opposing and of appeal against the sentence of the Court.

Article 23. In case of insolvency, neglect to register shall also be taken into account in deciding whether the case is one of simple or fraudulent bankruptcy.

Article 24. The dispositions of the present law shall be applicable to all the merchants and all the associations mentioned by this present law, after a delay of six months following its publication.

Article 25. The dispositions of the present law do not apply to merchants belonging to the two last classes of licensed dealers in each locality.

Article 26. A regulation shall determine the form and method of keeping of the registers for the inscription of firm-names.

UNITED STATES OF AMERICA.

STATE LAWS.*

(*a*) ALABAMA.

Office of the Secretary of State,
Montgomery.

The attention of foreign corporations proposing to engage in business in Alabama is invited to the following:

CHAPTER 28, ARTICLE 16, CODE OF ALABAMA, 1896.

CONDITIONS UPON WHICH FOREIGN CORPORATIONS ARE PERMITTED TO DO BUSINESS IN THE STATE.

Section 1316.—Foreign corporation must file instrument in writing designating agent and place of business in this State.—Every corporation not organized under the laws of this State shall, before engaging in or transacting any business in this State, file an instrument in writing,

* The States are given in alphabetical order.

under the seal of the corporation and signed officially by the president and secretary thereof, designating at least one known place of business in this State and an authorized agent, or agents residing thereat; and when any such corporation shall abandon or change its place of business as designated in such instrument, or shall substitute another agent or agents for the agent or agents designated in such instrument of writing, such corporation shall file a new instrument of writing as herein provided, before transacting any further business in this State.

Note.—The Constitution of Alabama, 1901, also provides, in addition to the foregoing section 1316 of the Code, as follows:

Section 232.—No foreign corporation shall do any business in this State without having at least one known place of business and an authorized agent or agents therein, and without filing with the Secretary of State a certified copy of its articles of incorporation or association. Such corporation may be sued in any county where it does business, by service of process upon an agent anywhere in the State. The Legislature shall, by general law, provide for the payment to the State of Alabama of a franchise tax by such corporation, but such franchise tax shall be based on the actual amount of capital employed in this State. Strictly benevolent, educational or religious corporations shall not be required to pay such a tax.

Section 1317. Where filed.—Such instrument, when filed by a corporation engaged in any business of insurance, must be filed in the office of the State Auditor, and when filed by a corporation engaged in any other business than that of insurance, must be filed in the office of the Secretary of State.

Note.—Section 1317 has been repealed, as to insurance companies, by Section 2584 of the Code, which provides that the Secretary of State, in his capacity of ex-officio insurance commissioner, is agent to accept service for all insurance companies.

Section 1318. Unlawful for foreign corporation to transact business in this State before declaration filed: penalty.—It is unlawful for any foreign corporation to engage in or transact any business in this State before filing the written instrument provided for in the two preceding sections; and any such corporation that engages in or transacts any business in this State without complying with the provisions of the two preceding sections shall, for each offence, forfeit and pay to the State the sum of one thousand dollars.

Section 1319. Unlawful to act as agent of foreign corporation before such declaration is filed: penalty.—It is unlawful for any person to act as agent or transact any business, directly or indirectly, in this State, for or on behalf of any foreign corporation which has not designated known place of business in this State and an authorized agent or agents residing thereat, as required in this article; and any person so doing shall, for each offence, forfeit and pay to the State the sum of five hundred dollars.

Section 1320. Solicitor must enforce penalties; commissions.—Every penalty provided for in this article shall be sued for and recovered in the name of the State of Alabama, by the solicitor of the circuit or county in which the offence is committed; and when collected, must be paid by the solicitor into the State treasury for the use of the State, less twenty-five per cent. to be retained by such solicitor for his services. The Attorney-General shall represent the State in such actions carried to the Supreme Court, and for his services therein is entitled to one-half the commissions herein allowed to the solicitor.

Section 1321. Admission fees and annual taxes exacted of foreign corporations.—No corporation created by the laws of any other State or of any foreign country shall engage in or transact any business in this State without first having paid into the Treasury, for the use of the State, the following fees: Where the capital stock of such corporation does not exceed fifty thousand dollars, a fee of twenty-five dollars; where it exceeds fifty thousand dollars, but does not exceed one hundred thousand dollars, a fee of fifty dollars; where it exceeds one hundred thousand dollars, but does not exceed two hundred and fifty thousand dollars, a fee of seventy-five dollars; where it exceeds two hundred and fifty thousand dollars, but does not exceed five hundred thousand dollars, a fee of one hundred dollars; where it exceeds five hundred thousand dollars, but does not exceed one million dollars, a fee of two hundred dollars; where it exceeds one million dollars, a fee of two hundred and fifty dollars. All corporations or mutual companies which have no capital stock shall pay a fee of twenty-five dollars.

Note.—Section 1321 is amended by Senate Bill No. 373, approved September 30, 1903, as follows:

Section 2. That said Act entitled an Act to better provide for the revenue of the State, be further amended by adding thereto the following additional sections:—A: Every foreign corporation, except railroad, telegraph, long distance telephone, express and sleeping car, life and fire insurance companies, building and loan associations, banks or banking associations, authorized to do business under the general law, shall pay to the Judge of Probate of the county in which it has a resident agent, a license fee of one-tenth of one per centum for the use of the State, and one-half that sum for the use of the county, for the privilege of exercising its corporate franchises or for carrying on its corporate business in such corporate or organized capacity in this State, to be computed upon the basis of the actual amount of capital employed by it within this State. The tax hereby imposed shall be due and payable on the first day of January of each year by every such foreign corporation then doing business in this State, to be computed upon the basis of the amount of capital actually employed by it within the State during the year preceding such date. Every foreign corporation, not authorized to do business in this State, shall pay to the State Treasurer for the use of the State, a tax of one-tenth of one per centum upon the amount of capital to be actually employed in this State before filing in the office of the Secretary of State the papers necessary to entitle

* Stricken out by amendment.

it to do business in the State. B: The president, or other executive head, and the secretary of every foreign corporation subject to a tax under this Act, shall make a written statement, under their oaths, to the Judge of Probate, if the tax is payable to him, or to the State Auditor, if the tax is payable to the Treasurer, showing the name of the corporation, the State or county under whose laws it was incorporated, its principal place of business in the State, the total amount of its capital stock, the actual amount of capital employed in this State if it is a corporation at the time of the statement authorized to do business in the State, or the actual amount of capital it is proposed shall be employed in the State, or the actual amount of capital it is proposed shall be employed in the State if it is a corporation not then qualified to do business in the State. The Judge of Probate, or the Auditor, as the case may be, shall have power to summons before him any of the officers of the corporation, or any other witness, and to swear and examine them and to inspect any of the books, papers or document of the corporation, and for that purpose to compel their production; and if he is satisfied from evidence thus obtained that the amount of capital of the corporation actually employed, or to be employed, as the case may be, in this State, is placed in the statement at a less amount than it should be, it shall be his duty to demand payment of the tax upon the amount of capital which he finds is actually employed or to be employed in this State. Either the State or the corporation may appeal from his finding to the Circuit Court in the same manner as may be done when the Court of County Commissioners passes upon a contested assessment of property for taxation, and the proceedings subsequent to the appeal shall be the same as in such cases. C: No foreign corporation which has paid the taxes required under this Act shall be required to pay taxes imposed by Subdivision 24 of Section 4122, or Section 1321, of the Code. D: No foreign corporation required to pay a tax under this Act, shall do any business in the State of Alabama not constituting interstate commerce, or maintain or defend any action in any of the Courts of this State, upon a contract made in this State other than contract based upon interstate commerce unless such corporation shall have paid such tax within sixty days after the same became due. Provided that this Act shall not apply to foreign corporations engaged in the business of lending money in Alabama.

This Act shall not take effect till January 1, 1904. The payment of the franchise tax in any one county shall be sufficient, notwithstanding the corporation may do business or have a resident agent in more than one county.

Section 3. The enumeration of subjects of taxation in Section 3911 of the Code of Alabama, as amended by said Act, shall not be construed so as to interfere, in any way with the exemptions from taxation provided by law.

Section 4. That Section forty-one hundred and twenty-three of the Code be amended to read as follows: The Court of County Commissioners of each county except in the cases otherwise provided may at any regular or special term add to the taxes specified in the last preceding Section such amounts not exceeding fifty per centum of such taxes for county purposes as in their judgment may be necessary, and no license shall be issued without the payment of such percentage for county purposes; provided, that the provisions of this or the preceding section shall not affect the exemptions provided by any City charter.

Section 1322. Statement must be filed.—Such foreign corporation shall, at the time of paying such fee into the treasury, file in the office of the State Auditor an instrument of writing under the seal of the corporation and signed officially by the President and Secretary thereof, showing the name of the corporation and of the State or country under whose laws it was incorporated, its principal place of business and the amount of its capital stock.

Section 1323. Fee to be paid but once; failure to pay vitiates contracts.—The fee required by the second preceding Section shall be paid once only; but such payment does not relieve any foreign corporation from the duty of complying with the requirements of existing laws. All contracts made in this State by any foreign corporation which has not first complied with the provisions of the two preceding Sections, shall, at the option of the other party to the contract, be wholly void.

Section 1324. Exceptions.—The provisions of this article do not apply to corporations organized under the laws of the United States; nor to corporations engaging in or transacting business of interstate commerce only within the State.

Foreign corporations, complying with above requirements, are requested to make all remittances in New York exchange or other funds that can be used at par in Montgomery.

Very respectfully,
J. THOS. HEFLIN,
Secretary of State.

Certificate Designating Agent and Place of Business in Alabama, for filing in office of Secretary of State of Alabama.

Office of

Located at

In compliance with the provisions of Section 1316 of the Code of Alabama, 1896, and Section 232 of the Constitution of Alabama, 1901,

a corporation or association organized under the laws of the State of ,
and having its principal place of business at ,
in the city of , State of ,
herewith files a certified copy of its articles of incorporation or association under the laws of said State of , and designates as its known place of business in the State of Alabama, , in the city of ,
County of , and as its authorized agent thereat,

on whom, as such agent, service of process may be made and all legal notices served, for all the purposes contemplated by the laws of the State of Alabama.

In witness whereof, the said corporation or association has caused these presents to be signed by its President and Secretary, and attested by its corporate seal, at its office in , this day of , 190 .

President.

Secretary.

The State of Alabama, }
County of }

Office of Judge of Probate.

190

To the Secretary of State,
Montgomery, Alabama.

SIR,—In pursuance of "An Act to Require a List to be Made of all Corporations Formed Under the Laws of Alabama," approved September 18, 1903, and Section 6 of "An Act to Confer and Limit the Powers of Business Corporations, and to Provide for their Organization and Regulation," approved October 2, 1903, I hereby report the incorporation of the

Names of Incorporators

Date of Incorporation
Amount of Capital Stock
(If a Bank, State Amount of Paid-in Capital)
Name of County in which Incorporated
Place of Business in said County
General Business of such Corporation

Any Change in Name of Corporation

Date of such Change
Any Change in Capital Stock of Corporation

Date of such Change
If a Railroad, State Terminals and Territory Traversed

I, , Judge of Probate of the County of , do hereby certify that the foregoing information as to the said Corporation is true and correct as the same appears upon the records of this office.

Witness my hand and seal of office, this the day of , 190 .

Judge of Probate.

To the State Auditor of Alabama:

The , a corporation organized under the laws of , being desirous of entering the State of Alabama for the transaction of business therein, files the following statement under an Act approved March 7, 1907, entitled an Act To amend Section 1321 and 1322 of the Code of 1896.

That the name of the corporation is
that it was incorporated under the laws of
that its principal place of business is
that its principal place of business in Alabama is
that the name of its authorized agent thereat is
whose post office address is
that the amount of the total authorized capital is $, that the amount of the actual paid in capital is $, and that the actual amount of capital employed or to be employed in the State of Alabama is $

The foregoing statement is rendered by the President and Secretary of said corporation and signed by them respectively under oath, with the corporate seal attached.

President.

Secretary.

Sworn to and subscribed before me this day of , 190 , as witness my seal of office.

NOTE.—Under said Act the amount of the Charter fee to be paid into the State Treasury for the use of the State is as follows:—Each foreign Corporation whose actual amount of capital employed or proposed to be employed in the State is $100.00 or less shall pay a charter fee of twenty-five per cent. of the actual amount of capital employed or proposed to be employed; when it exceeds $100.00 and does not exceed $1000.00, shall pay in addition to the twenty-five centum on the first $100.00, five per centum upon all such remaining capital up to, and not exceeding $1000.00. And when it exceeds $1000.00 shall pay one tenth of one per centum additional upon all such remaining capital over and above $1000.00. All corporations or mutual companies which have no capital stock shall pay a fee of $25.00.

(*b*) CALIFORNIA.

CIVIL CODE.

ARTICLE VII.

Section 2466. Except as otherwise provided in the next Section every partnership transacting business in this State under a fictitious name, or a designation not showing the names of the persons interested as partners in such business, must file with the clerk of the county in which its principal place of business is situated a certificate stating the names in full of all the members of such partnership and their places of residence, and publish the same once a week, for four successive weeks, in a newspaper published in the county, if there be one, and if there be none in such county, then in a newspaper published in an adjoining county.

Section 2467. A commercial or banking partnership, established and transacting business in a place without the United States, may, without filing the certificate, or making the publication prescribed in the last Section, use in this State the partnership name used by it there, although it be fictitious, or do not show the names of the persons interested as partners in such business.

Section 2648. The certificate filed with the clerk, as provided in Section 2466, must be signed by the partners, and acknowledged before some officer authorized to take the acknowledgment of conveyances of real property. Where the partnership is hereafter formed, the certificate must be filed, and the publication designated in that Section must be made within one month after the formation of the partnership, or within one month from the time designated in the agreement of its members for the commencement of the partnership; where the partnership has been heretofore formed, the certificate must be filed, and the publication made within six months after the passage of this act. Persons doing business as partners contrary to the provisions of this article shall not maintain any action upon or on account of any contracts made or transactions had in their partnership name, in any Court of this State, until they have first filed the certificate and made the publication herein required.

Section 2469. On every change in the members of a partnership transacting business in this State under a fictitious name, or a designation which does not show the names of the persons interested as partners in its business, except in the cases mentioned in Section 2467, a new certificate must be filed with the county clerk, and a new publication made, as required by this article, on the formation of such partnership.

Section 2470. Every county clerk must keep a register of the names of firms and persons mentioned in the certificates filed with him, pursuant to this article, entering in alphabetical order the name of every such partnership, and of each partner therein.

Section 2471. Copies of the entries of a county clerk, as herein directed, when certified by him, and affidavits of publication, as herein directed, made by the printer, publisher, or chief clerk of a newspaper, are presumptive evidence of the facts therein stated.

(*c*) ILLINOIS.

CHAPTER 84.

LIMITED PARTNERSHIPS.

AN ACT to revise the law in relation to Limited Partnerships. [Approved March 18, 1874. In force July 1, 1874.]

1. HOW FORMED.] § 1. *Be it enacted by the People of the State of Illinois, represented in the General Assembly,* That hereafter it shall be lawful to form limited partnerships within this State, according to the provisions of this Act. [L. 1847, p. 60, § 1.

2. GENERAL PARTNERS—SPECIAL PARTNERS.] § 2. Limited partnerships may consist of one or more persons, who shall be called general partners, and who shall be jointly and severally responsible, as general partners now are by law, and of one or more persons who shall contribute a specific amount of capital, in cash, or other property at cash value, to the common stock, who shall be special partners, and who shall not be liable for the debts of the partnership beyond the amount of the fund so contributed by them, respectively, to the capital stock, except as hereinafter provided. [L. 1847, p. 60, § 2.

3. GENERAL PARTNERS ONLY TO ACT.] § 3. The general partners, only, shall be authorized to transact business, to sign for the partnership, and to bind the same. [L. 1847, p. 60, § 3.

4. CERTIFICATE.] § 4. The persons desirous of forming such partnership shall make and severally sign a certificate, which shall contain:

(1) The name or firm under which the partnership is to be conducted.

(2) The general nature of the business to be transacted.

(3) The names of the general and special partners therein, distinguishing which are general and which are special partners, and their respective places of residence.

(4) The amount of capital stock which each special partner shall have contributed to the common stock.

(5) The period at which the partnership is to commence, and the period when it will terminate.

(6) They may also, if they shall elect, provide in the certificate the terms upon which the partnership may be dissolved, and may provide that the same shall not be dissolved by the death of any of the partners. [L. 1847, p. 60, § 4; L. 1867, p. 136, § 3.

5. CERTIFICATE ACKNOWLEDGED.] § 5. Such certificate shall be acknowledged by the several persons signing the same, before some officer authorized by law to take the acknowledgment of deeds; and such acknowledgment shall be made and certified in the manner [*678 provided by law for the acknowledgment of deeds for the conveyance of land. [L. 1847, p. 60, § 5.

6. RECORD OF CERTIFICATE.] § 6. The certificate, so acknowledged and certified, shall be filed in the office of the clerk of the county in which the principal place of business shall be situated, and shall be recorded at large by the clerk, in a book to be kept by him; and such book shall be subject, at all reasonable hours, to the inspection of all persons who may choose to inspect the same. If the partnership shall have places of business situated in different counties, a transcript of such certificate, and of the acknowledgment thereof, duly certified by the clerk in whose office it shall have been filed, under his official seal, shall be filed and recorded, in like manner, in the office of the clerk of every such county; and the books containing such records shall be subject to inspection, in the manner above directed. [L. 1847, p. 60, § 6.

7. AFFIDAVIT.] § 7. At the time of filing the original certificate, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the amount in money, or other property at cash value, specified in the certificate to have been contributed by each of the special partners to the common stock, has been, actually and in good faith, contributed and applied to the same. [L. 1847, p. 61, § 7.

8. FILING FOR RECORD NECESSARY—FALSE STATEMENT.] § 8. No such partnership shall be deemed to have been formed until such certificate, acknowledgment and affidavit shall have been filed, as above directed; and if any false statement shall be made in such certificate or affidavit, all the persons interested in such partnership shall be liable for all the engagements thereof, as general partners. [L. 1847, p. 61, § 8.

9. PUBLICATION.] § 9. The partners shall publish the terms of partnership, when recorded, for at least six weeks, unless the partnership be sooner dissolved, immediately after recording the same, in some newspaper, such newspaper to be one printed and of general circulation in the county in which the business is to be carried on, or if no such newspaper is published in such county then in the county nearest thereto in which a newspaper shall be published; and if publication be not made, as herein provided, the partnership shall be deemed general. [L. 1847, p. 61, § 9.

10. PROOF OF PUBLICATION.] § 10. Affidavits of publication of such notices by the printer or publisher of the newspaper in which the same has been published, may be filed with the clerk directing the same, and shall be evidence of the fact therein contained. [*See* "Notices," ch. 100, § 1. L. 1847, p. 61, § 10.

11. RENEWAL OF LIMITED PARTNERSHIP.] § 11. Upon the renewal or continuance of a limited partnership beyond the time for which it was first created, a certificate shall be made, acknowledged, recorded and published, in like manner as is provided in this Act for the formation of limited partnerships; and the affidavit of one or more of the general partners, as above provided, shall also be filed with the proper county clerk, as aforesaid. And every such partnership which shall not be renewed or continued in conformity with the provisions of this Section, shall be deemed a general partnership. [L. 1847, p. 61, § 11.

12. NOTICE OF DISSOLUTION.] § 12. No dissolution of a limited partnership shall take place, except by operation of law, before the time specified in the certificate before mentioned, unless a notice of such dissolution shall be recorded in the registry in which such certificate was recorded, and in every other registry where a copy of such certificate was recorded, and unless such notice shall also be published six weeks, successively, in some

newspaper printed in the county where the certificate of the formation of such partnership was recorded; and if no newspaper shall, at the time of such dissolution, be printed in such county, then the said notice of such dissolution shall be published in some newspaper printed in an adjoining county. [L. 1847, p. 62, § 16.

13. SPECIAL PROVISIONS IN CASE OF DEATH.] § 13. The articles of co-partnership may *679] provide what, in case of the decease of any of the general partners, shall be the relative rights of the heirs and legal representatives of the general partners, respectively, upon what contingency the death of any of the general partners shall operate as a dissolution of the partnership, and how and in what manner the business of such partnership shall be carried on in case of the decease of any of the general partners, and such agreement shall be binding upon all the parties to such partnerships, their heirs and legal representatives. [L. 1867, p. 136, § 3.

14. WHO CONTINUE BUSINESS—RIGHTS OF HEIRS, &C.] § 14. When it is provided in the articles of co-partnership and said certificate that the death of a general or special partner shall not work a dissolution of the firm, the surviving general partner shall continue the business for the time provided for in the certificate, and in the manner provided in the articles of co-partnership: *Provided,* that the heirs and legal representatives of a deceased general partner, unless otherwise provided in the articles of co-partnership, or otherwise agreed upon between them and the surviving partners, shall stand in the same relation to the partnership as a special partner, subject to no greater liabilities and entitled to the same relative rights. [L. 1867, p. 136, § 4.

15. FRAUD, &C.] § 15. Nothing in this Act contained shall be so construed as to prevent the dissolution of any limited partnership at any time, on account of the fraud or misbehaviour of any partner, nor to prevent the compelling of an account of the partnership business, or the protecting of the rights of any parties interested in any court of competent jurisdiction. [L. 1867, p. 136, § 4.

16. FIRM-NAME.] § 16. The business of the partnership shall be conducted under a firm, in which the names of the general partners only shall be inserted, and if the name of any special partner shall be used in such firm with his privity, he shall be deemed a general partner. [L. 1847, p. 61, § 12.

17. SUITS—PARTIES.] § 17. All suits respecting the business of such partnership shall be prosecuted by and against the general partners only, except in those cases in which provision is made in this Act that the special partnership may be deemed a general partnership, in which cases all the partners deemed general partners may join or be joined in such suit; and excepting, also, those cases where special partners shall be held severally responsible, on account of any sum by them received or withdrawn from the common stock, as herein provided. [L. 1847, p. 62, § 15.

18. CAPITAL STOCK—INTEREST.] § 18. No part of the sum which any special partner has contributed to the capital stock shall be withdrawn or paid to him in the shape of loans, dividends, profits or otherwise, at any time during the continuance of the partnership; but any partner may, annually, receive lawful interest on the sum so contributed by him or profits actually accrued, if the payment of such interest or profits does not reduce the original amount of his capital. If it appear that, by the payment of any such interest or profits to any special partner, the original capital has been reduced, the partner receiving the same is bound to restore the amount necessary to make good his share of the capital stock without interest. [L. 1847, p. 61, § 13.

19. POWERS OF SPECIAL PARTNER.] § 19. A special partner may, from time to time, examine into the state and progress of the partnership concerns, may advise as to their management, and act as attorney in fact, but shall not transact any other business nor be employed for that purpose as agent or otherwise, without the express assent of all the general partners, and if he interfere contrary to the provisions of this section he shall be deemed a general partner.

20. ACCOUNTING.] § 20. The general partners in every such partnership shall be liable to account to the special partners, and to each other, for the management of the concern, both in law and equity, as other partners. [L. 1847, p. 62, § 17.

21. PENALTY FOR FRAUD.] § 21. Every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable civilly to the party injured to the extent of his damage, and shall also be liable to an indictment for a misdemeanour and punished by [*680 fine or imprisonment, or both, in the discretion of the Court.

22. PREFERENCES.] § 22. It shall not be lawful for any such partnership, nor any member thereof, in contemplation of bankruptcy or insolvency, and with the intention and for the purpose of paying or securing any one or more of their creditors in preference to any other of their creditors, to make any sale, conveyance, gift, transfer or assignment of their property or effects, or to confess any judgment, or to create any lien whatsoever upon their property or effects; and every such conveyance, gift, transfer or assignment involving such judgment or other lien, shall be and the same is hereby declared to be utterly void. [L. 1847, p. 61, § 14.

23. WHEN SPECIAL PARTNER NOT TO CLAIM AS CREDITOR.] § 23. In case of bankruptcy or insolvency of partnership, no special partner shall be considered or allowed to claim as a creditor under any circumstances, except for money loaned by him to such partnership, until the claims of all the other creditors of the partnership shall be satisfied. [L. 1847, p. 62, § 18.

(*d*) MARYLAND.

ACTS OF 1898—CHAPTER 270.

AN ACT to amend Article 23 of the Code of Public General Laws, title "Corporations," by adding thereto additional sections, to be designated as "Sections 109 A. 109 B, 109 C, 109 D, and 109 E," under a new sub-title, "Foreign Corporations," and providing for the record of the charters of such corporations, and the appointment of agents to reside in this State.

Section 1. *Be it enacted by the General Assembly of Maryland*, That Article 23 of the Code of Public General Laws of Maryland, title "Corporations," be and the same is hereby amended by adding thereto additional sections to be designated as "Sections 109 A, 109 B, 109 C, 109 D and 109 E," under the new sub-title "Foreign Corporations."

Foreign Corporations.

109 A. Every corporation incorporated by or under the laws of the United States, or of any State or Territory of the United States, other than the State of Maryland, or of any foreign country, except telephone, banking, insurance and railroad companies, electric light or construction companies, and oil or pipe line companies, now doing business in the State of Maryland, or which shall desire to commence business in this State, shall before transacting business in this State, either through an individual agent or agents or through the agency of any corporation, organized under the laws of this State, or before opening or continuing any office for the transaction of any business in this State, first file in the office of the Secretary of State of Maryland, accompanied by a deposit fee of twenty-five dollars, a duly certified copy of the charter, certificate or act of incorporation, under which it claims the power to transact business as a corporation, together with a sworn statement from the president or other chief executive officer of such corporation, under his official seal, setting forth the amount of its capital stock authorized by law, and the amount actually issued, the amount of its assets and liabilities, the character of the business to be transacted in this State, designating the place or places of its principal office or offices and the name or names of its agent or agents to reside in this State, with the place or places of their residence, upon whom legal process, issued out of any Court of this State, may at any time be served in any action, at the suit of the State of Maryland, or of any county or incorporated city or town, of this State, or of any citizen or citizens of this State or of any corporation organized under the laws of this State, which said charter, certificate or Act of incorporation, and sworn statement as aforesaid, when received by the Secretary of State, shall be recorded at length by him in a well-bound book to be kept for that purpose, and a copy or copies thereof under the hand and seal of the Secretary of State shall be receivable in evidence in any suit at law or in equity, in any of the Courts of this State by or against such foreign corporations for the purpose of proving the existence or act of incorporation of such foreign corporation as fully as its charter only, certified, would do, and also all other facts set forth therein.

109 B. At the time of receiving said certified copy of said charter, certificate or act of incorporation, together with the sworn statement, duly executed as required herein, together with the deposit fee of twenty-five dollars, the Secretary of State shall issue to such corporation his certificate, under his hand and the seal of his office, setting forth that said corporation has complied with the requirements of this Act, that its business is such as may be lawfully carried on by a corporation under the general laws of this State, and that it is entitled to continue or to commence business in this State, as the case may be.

109 C. Any person, or any officer of such corporation who shall presume to act as agent or employee of any such foreign corporation, or to open or continue an office for the transaction of the business of any such foreign corporation, before the provisions of this Act, have been fully complied with, and before said corporation shall have procured the aforesaid certificate from the Secretary of State, shall forfeit and pay to the State of Maryland, the sum of one hundred dollars for each and every day he may act as such agent or employee, or may occupy such office for the transaction of such business, and it shall be the duty of the State's Attorney for the city or county in which such business is transacted, or is proposed to be transacted, to prosecute for, and recover such penalty. Provided, that agents or officers of foreign corporations doing business in this State at the date of the passage of this Act, shall not be held liable to the penalties herein prescribed until on and after the first day of July, 1898.

109 D. No foreign corporation shall be permitted to maintain any action, either at law or in equity in the Courts of this State, until the provisions of this Act shall have been complied with, provided, that in the case of such corporations doing business in this State at the date of the passage of this Act, this section shall not apply until on and after the first day of July, 1898.

109 E. Upon the application of any person interested, it shall be the duty of the Secretary of State to furnish copies of such charters, certificates or acts of incorporation and sworn statements for which he shall be entitled to demand and receive from the person so applying the usual fees for transcribing the same, and he shall account quarterly to the Comptroller for the deposit fees received by him under the provisions of this Act, less the costs and expenses of recording the same.

Section 2. *And be it further enacted,* That this Act shall take effect from the date of its passage.

Approved, April 9, 1898.

(*e*) MASSACHUSETTS.

REVISED LAWS—CHAPTER 71.

Section 1. A limited partnership may be formed by two or more persons for the transaction of any lawful business except the business of insurance.

Section 2. Such partnership shall consist of one or more general partners who shall be jointly and severally liable for all the debts of the partnership, and of one or more special partners who shall each contribute to the common stock in actual cash payment a specific amount as capital and who shall not be personally liable for the debts of the partnership except as hereinafter provided.

Section 3. The business of such partnership shall be conducted under a firm-name in which the names of the general partners only shall be inserted, without the addition of the word "company" or of any other general term; or, with the consent of the members of a former firm or their legal representatives to whose business such a partnership lawfully succeeds, it may be conducted under the name of such former firm. The names of not more than three general partners shall be required to be inserted in such firm-name. A special partner who consents or is privy to the use of his name in the firm-name shall be liable as a general partner; but if his surname is the same as that of a general partner whose surname is used in the firm-name, or if it appears in the name of a former firm adopted as aforesaid by such partnership, he shall not be so liable.

Section 4. The members of such partnership shall make and severally sign a certificate, which shall contain the firm-name under which the business of the partnership is to be conducted, the names and residences of all the partners, distinguishing who are general and who special partners, the amount of capital which each special partner has contributed to the common stock, the general nature of the business to be transacted, the time when the partnership is to commence and the time when it is to terminate. If a false statement is made in such certificate, all the partners shall be liable as general partners.

Section 5. Such certificate shall be acknowledged by all the partners before a justice of the peace or, if a partner resides out of the commonwealth, before a United States Consul, notary public or other magistrate authorized to take acknowledgments of deeds of land in this commonwealth, and shall be filed in the office of the secretary of the commonwealth and recorded in said office in a book to be kept for that purpose which shall be open to public inspection. The fee for filing such certificate shall be one dollar.

Section 6. A copy of such certificate shall, immediately after such filing, be published once in each of six successive weeks in a newspaper, if any, published in the county in which the principal place of business of the partnership is situated; otherwise, in a newspaper published in the city of Boston. Within sixty days after the filing of said certificate, an affidavit of one of said partners stating the newspaper in which and the dates upon which the copy of said certificate was published shall be filed in the office of the secretary of the commonwealth and recorded as provided in the preceding section.

Section 7. Upon the renewal or extension of a limited partnership beyond the time originally limited for its termination, the capital contributed by the special partners shall equal or exceed the aggregate capital originally contributed by them, and a certificate of such renewal or extension stating the amount of capital contributed by each of the special partners at such renewal or extension and that the whole amount thereof equals or exceeds the amount originally contributed by them, shall be made, acknowledged, filed, recorded and published, and an affidavit of publication filed and recorded in like manner as is herein provided for the certificate of its original formation.

Section 8. During the continuance of such partnership no part of its capital shall be withdrawn, nor shall any division of interest or profits be so made as to reduce such capital below the amount stated in said certificates; but a special partner may withdraw from the profits the interest on the capital contributed by him at any rate agreed on not exceeding six per cent. per annum, if such withdrawal does not impair the capital. If at any time during the continuance or at the termination of the partnership its assets are not sufficient to pay its debts, the special partners shall severally be held liable for all money by them in any way withdrawn or received, except as above provided, with interest thereon from the time when it was so withdrawn or received.

Section 9. All suits relating to the business of such partnerships shall be prosecuted by and against the general partners only, except when special partners are held liable as general partners and except when special partners are held severally liable on account of money by them withdrawn from the common stock as provided in the preceding section, in which case all the partners so liable may join or be joined.

Section 10. No such partnership shall be dissolved, except by operation of law, before the time specified in the certificate of its formation or renewal or extension, unless a notice of such dissolution is filed and recorded in the office of the secretary of the commonwealth, and is published and an affidavit of publication is made as provided in Section 6.

Section 11. Except as provided in this chapter the members of limited partnerships shall be subject to all the liabilities and entitled to all the rights of general partners.

(f) Michigan.

Part Two—Of Partnerships.

Chapter 159.—Limited Partnerships.

of limited partnerships.

R. S. '46, ch. 33.

(6055) Section 1. Limited partnerships for the transaction of any mercantile, mechanical, or manufacturing business within this State, may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities hereinafter provided; but nothing in this chapter contained shall be construed to authorize any such partnership for the purposes of banking or insurances.

For what purposes limited partnerships may be formed.

C. L. '57, 1269.—C. L. '71, 1567.—How. 2341.

(6056) Section 2. Limited partnerships may consist of one or more persons, who shall be called general partners, and who shall be jointly and severally responsible as general partners now are by law, and of one or more persons who shall contribute a specific amount of capital, in cash or other property, at cash value, to the common stock, who shall be called special partners, and who shall not be liable for the debts of the partnership, beyond the amount of the fund so contributed by them respectively to the capital, except as hereinafter provided.

Liabilities of general and special partners.

C. L. '57, 1270.—C. L. '71, 1568.—How. 2342.

(6057) Section 3. The general partners only shall be authorized to transact business, to sign for the partnership, and to bind the same.

By whom business to be transacted.

C. L. '57, 1271.—C. L. '71, 1569.—How. 2343.

(6058) Section 4. The persons desirous of forming such partnership, shall make and severally sign a certificate, which shall contain:

Certificate, its contents.

(1) The name or firm under which the partnership business is to be conducted;
(2) The general nature of the business to be transacted;
(3) The names of all the general and special partners interested therein, distinguishing which are general partners, and which are special partners, and their respective places of residence;
(4) The amount of capital stock which each special partner shall have contributed to the common stock;
(5) The period at which the partnership is to commence, and the period when it will terminate.

C. L. '57, 1272.—C. L. '71, 1570.—How. 2344.

Partnership.

PARTNERSHIP: A partnership is a contract of two or more competent persons to place their money, effects, labor and skill, or some or all of them, in lawful commerce or business, and to divide the profit and bear the loss in certain proportions.—Artman v. Ferguson, 73/149. A partnership must contain more than one person.—Stirling v. Heintzman, 42/449. The test of partnership, as between the parties themselves, is their intent.—Beecher v. Bush, 45/188. When it exists.—Wells v. Babcock, 56/276; Hunt v. Erikson, 57/330; Smith v. Walker, 57/456; Densmore v. Mathews, 58/616; Kingsbury v. Tharp, 61/216. When it does not exist.—Morrison v. Cole, 30/102; St. Denis v. Saunders, 36/369; Mitchell v. Chambers, 43/150; Wilcox v. Matthews, 44/192; Edson v. Gates, 44/253; Burt v. Lathrop, 52/106; Webb v. Johnson, 95/325. When it begins.—Kerrick v. Stevens, 55/167. Partnership as to third persons.—Sager v. Tupper, 38/258; Parshall v. Fisher, 43/529; Kritzer v. Sweet, 57/617; Colwell v. Britton, 59/350; Cleveland Paper Co. v. Courier Co., 67/152; Purvis v. Butler, 87/248; Webb v. Johnson, 95/325; Dutcher v. Buck, 96/160; Beecher v. Bush, 45/188. Parties dealing with others as a corporation cannot charge them as partners.—Bank v. Stone, 38/779. Sharing profits does not necessarily create a partnership.—Hall v. Edson, 40/651; Beecher v. Bush, 45/188; Monroe v. Greenhoe, 54/9; Thayer v. Augustine, 55/187; Wells v. Babcock, 56/276; Colwell v. Britton, 59/350; Corey v. Cadwell, 86/570; Dutcher v. Buck, 96/160. See Hamper's Appeal, 51/71. Husband and wife cannot be co-partners.—Edwards v. McEnhill, 51/160; Bassett v. Shepardson, 52/3; Artman v. Ferguson, 73/146. But a married woman may enter into partnership relations with others.—Vail v. Winterstein, 94/230 An infant, it seems, may be a partner, his agreement not being void, but voidable.—Dunton v. Brown, 31/182; Osburn v. Farr, 42/134. See Minock v. Shortbridge, 21/304.

(6059) Section 5. Such certificate shall be acknowledged by the several persons signing the same, before some officer authorized by law to take the acknowledgment of deeds, and such acknowledgment shall be made and certified in the manner provided by law for the acknowledgment of deeds for the conveyance of land.

How certificate to be acknowledged.

C. L. '57, 1273.—C. L. '71, 1571.—How. 2345.

(6060) Section 6. The certificate so acknowledged and certified shall be filed in the office of the county clerk of the county in which the principal place of business of the partnership shall be situated, and shall be recorded at length by the clerk in a book to be kept by him; and such book shall be subject, at all reasonable hours, to the inspection of all persons.

Certificate to be filed and recorded.

C. L. '57, 1274.—C. L. '71, 1572.—How. 2346.

When certificate to be filed and recorded in different counties.

(6061) Section 7. If the partnership shall have places of business situated in different counties, a transcript of such certificate, and of the acknowledgment thereof, duly signed by the clerk in whose office it shall have been filed, under his official seal, shall be filed and recorded in like manner, in the office of the clerk of every such county, and the books containing such records shall be subject to inspection, in the manner above directed.

C. L. '57, 1275.—C. L. '71, 1573.—How. 2347.

Affidavit to be filed with certificate.

(6062) Section 8. At the time of filing the original certificate and the acknowledgment thereof, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the amount in money, or other property at cash value, specified in the certificate to have been contributed by each of the special partners to the common stock, has been actually, and in good faith, contributed and applied to the same.

C. L. '57, 1276.—C. L. '71, 1574.—How. 2348.

Consequences of false certificate, etc.

(6063) Section 9. No such partnership shall be deemed to have been formed, until such certificate, acknowledgment and affidavit shall have been filed as above directed; and if any false statement be made in such certificate or affidavit, all the persons interested in such partnership shall be liable for all the engagements thereof, as general partners.

C. L. '57, 1277.—C. L. '71, 1575.—How. 2349.

Terms of partnership to be published.

(6064) Section 10. The partners shall publish the terms of the partnership, when recorded, for at least six weeks immediately after the recording thereof, in two newspapers to be designated by the clerk of the county in which such record shall be made, and to be published in a senatorial district in which their business shall be carried on; and if such publication be not made, the partnership shall be deemed general.

C. L. '57, 1278.—C. L. '71, 1576.—How. 2350.

Publication anywhere in a city, village, or township, any part of which is in the senatorial district is sufficient.—Hinchman v. Barns, 21/556.

Affidavit of publication may be filed, etc.

(6065) Section 11. Affidavits of the publication of such notices by the printers of the newspapers in which the same have been published, or some one in their employ knowing of such publication, may be filed with the clerk directing the same, and shall be evidence of the facts therein contained.

C. L. '57, 1279.—C. L. '71, 1577.—How. 2351.

Renewal, etc., of partnership.

(6066) Section 12. Upon the renewal or continuance of a limited partnership, beyond the time originally agreed upon for its duration, a certificate shall be made, acknowledged, recorded and published, in the like manner as is provided in this chapter for the formation of limited partnerships; and the affidavit of one or more of the general partners as above provided, shall also be filed with the proper county clerk as aforesaid; and every such partnership, so continued, which shall not be renewed or continued in conformity with the provisions of this section, shall be deemed a general partnership.

C. L. '57, 1280.—C. L. '71, 1578.—How. 2352.

Hogan v. Hadzitts, '71 N. W. 1092.

Alteration in condition of partnership deemed a dissolution.

(6067) Section 13. Every alteration which shall be made in the names of the partners, the nature of the business, in the capital, or in the shares thereof, or in any other matter specified in the original certificate, except as hereinafter provided, shall be deemed a dissolution of such limited partnership; and every such partnership which shall in any way be carried on after such alteration shall have been made, shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the last preceding section.

C. L. '57, 1281.—Am. 1861, p. 224; App. Mar. 13; Act 144.—C L. '71, 1579.—How. 2353.

Hinchman v. Barns, 21/561.

Partnerships: how carried on.

Special partner.

(6068) Section 14. The business of the partnership shall be carried on under a firm in which the name of one or more of the general partners only shall be inserted, with or without the addition of the words "and company," or any other general term; and if the name of any special partner shall be used in said firm with his consent or privity, or if he shall personally make any contract respecting the concerns of the partnership, with any person except the general partners, he shall be deemed and treated as a general partner.

C. L. '57, 1282.—Am. 1867, p. 3; App. Feb. 1; Act 3.—C. L. '71, 1580.—How. 2354.

Capital stock not to be withdrawn, etc.

(6069) Section 15. During the continuance of the partnership under the provisions of this chapter, no part of the capital stock thereof shall be withdrawn, nor any division of interest or profits be made, so as to reduce said capital stock below the sum stated in the certificate above mentioned; and if, at any time during the continuance, or at the termination of the partnership, the property or assets shall not be sufficient to pay the partnership debts, then the special partners shall severally be held responsible for all sums by them received, withdrawn or divided, with interest thereon from the time when they were so withdrawn or divided respectively.

C. L. '57, 1283.—C. L. '71, 1581.—How. 2355.

When assignment invalid.

(6070) Section 16. No general assignment by such partnership, of its property or effects, in case of insolvency, or where their goods and estates are insufficient for the payment of all their debts, shall be valid, unless it shall provide for the distribution of all the partnership property and effects among all the creditors, in proportion to the amount of their several claims; excepting claims of the United States, arising from bonds on duties, which are first to be paid or secured.

C. L. '57, 1284.—C. L. '71, 1582.—How. 2356.

(6071) Section 17. In case of an assignment, as provided for in the last preceding section, the assent of the creditors shall be presumed, unless they shall, within sixty days after notice thereof, dissent, either expressly, or by some act clearly implying such dissent; and no such assignment shall be valid, unless notice thereof shall be published in some newspaper printed in the county where the place of business of the parties making it is situated, or if no newspaper be printed in such county, then in some newspaper printed in an adjoining county, or at the seat of government, within fourteen days after making such assignment. Provisions relative to assignment, etc.

C. L. '57, 1285.—C. L. '71, 1583.—How. 2357.

(6072) Section 18. All suits, respecting the business of such partnership, shall be prosecuted by, and against the general partners only, except in those cases in which provision is made in this chapter that the special partners shall be deemed general partners, and that special partnerships shall be deemed general partnerships, in which cases all the partners, deemed general partners, may join, or be joined in such suits; and excepting also those cases where special partners shall be held severally responsible on account of any sums by them received, or withdrawn from the common stock, as above provided. Suits, how prosecuted.

C. L. '57, 1286.—C. L. '71, 1584.—How. 2358.

(6073) Section 19. No dissolution of a limited partnership shall take place, except by operation of law, before the time specified in the certificate before mentioned, unless a notice of such dissolution shall be recorded in the registry in which such certificate, or the certificate of renewal, or continuance of the partnership, was recorded, and in every other registry where a copy of such certificate was recorded; and unless such notice shall also be published six weeks successively in some newspaper printed in the county where the certificate of the formation of such partnership was recorded; or if no newspaper shall, at the time of such dissolution, be printed in such county, then in some newspaper printed at the seat of government. Dissolution of limited partnerships.

C. L. '57, 1287.—C. L. '71, 1585.—How. 2359.

(6074) Section 20. In all cases not otherwise provided for in this chapter, the members of limited partnerships shall be subject to all the liabilities, and entitled to all the rights of general partners. Rights and liabilities of partners.

C. L. '57, 1288.—C. L. '71, 1586.—How. 2360.

(6075) Section 21. No limited partnership shall be deemed a general partnership by reasons of any alteration in the names of the partners, as provided in section thirteen of this chapter, occasioned by one or more of the general partners selling his interest therein to the other general partner or partners, or to any other person or persons, nor by reason of one or more of the special partners selling his interest and stock therein to the other special partner or partners, or to any other person or persons: Provided, That no capital stock shall be thereby withdrawn so as to reduce the capital stock below the sum stated in the original certificate mentioned in section four of this chapter: And provided also, That within thirty days after any such alteration, the remaining or succeeding partners shall make and severally sign a certificate, stating the fact of such alteration, and the name or firm under which the business is to be continued, the names of the remaining or succeeding general and special partners, specifying which are general and which are special partners, and their respective places of residence, and the amount of capital stock which each of the remaining or succeeding partners shall own after such alteration, which certificate shall be acknowledged, as provided in section five of this chapter, and with the certificate of such acknowledgment shall be filed in the same clerk's office in which such original certificate was filed; and at the time of filing the same, an affidavit of one or more of the remaining general partners shall also be filed in the same office, stating the fact of such alteration, and that the capital stock has not been reduced by such alteration below the sum stated in said original certificate; and if any false statement be made in said certificate or affidavit, provided for in this section, all the persons interested in such partnership shall be liable, as general partners, for all the engagements thereof. Limited partnerships not deemed general by reason of alteration. Proviso. Certificate of alteration in partnerships. Acknowledged and filed. Affidavit of alteration.

Added 1861, p. 224; App. Mar. 13; Act 144.—C. L. '71, 1587.—How. 2361.

(6076) Section 22. Within the same time above provided, for making and filing such certificate and affidavit, the fact of such alteration and the names of the remaining or succeeding general and special partners, designating which are general and which special, and the amount of capital stock of each special partner, shall be published in the same manner and for the same length of time provided in section ten of this chapter, and affidavits of such publication may be made and filed as provided in section eleven, and with like effect. Notice of alteration to be published.

Added 1861, p. 225; App. Mar. 13; Act 144.—C. L. '71, 1588.—How. 2362.

(6077) Section 23. The liability of the persons composing the original partnership shall remain unchanged, except as between each other, until the certificate and affidavit shall be filed and the notice duly published, as hereinbefore provided. Liabilities of original partnerships.

Added 1861, p. 225; App. Mar. 13; Act 144.—C. L. '71, 1589.—How. 2363.

(6078) Section 24. A special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; he may also loan money to, and advance and pay money for the partnership, and may take and hold the notes, drafts, acceptances, and bonds of or belonging to the partnership, as security for the repayment of such moneys and interest, and may use and lend his name and credit as security for the partnership, in any business thereof, and shall have the same rights and remedies in these respects as any other creditor might have. Rights of a special partner.

Added 1861, p. 225; App. Mar. 13; Act 144.—C. L. '71, 1590.—How. 2364.

(*g*) MINNESOTA.

Limited Partnership.

(*Revised Laws of Minnesota*, 1905.)

Section 2819. HOW FORMED.—A limited partnership for the transaction of mercantile, mechanical, or manufacturing business within this state may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities herein prescribed; but the provisions of this chapter shall not be construed to authorize any such partnership for the purpose of banking or insurance.

Section 2820. GENERAL AND SPECIAL PARTNERS.—Such partnership may consist of one or more persons, who shall be called general partners, and who shall be jointly and severally responsible as general partners now are by law; and of one or more persons who shall contribute, in actual cash payments, a specific sum as capital to the common stock, who shall be called special partners, and who shall not be liable for the debts of the partnership beyond the fund so contributed. The general partners only are authorized to transact business and sign for the partnership, and to bind the same.

Section 2821. CERTIFICATE.—The persons forming such partnership shall make and severally sign a certificate which shall contain—

(1) The name under which such partnership is to be conducted.
(2) The general nature of the business to be transacted.
(3) The names of all the general and special partners, specifying which are general and which special partners, and their respective places of residence.
(4) The amount of capital which each special partner has contributed to the common stock.
(5) The time when the partnership is to commence and when it is to terminate.

Section 2822. SAME.—ACKNOWLEDGED AND RECORDED.—Such certificate shall be acknowledged and the officer taking the same shall indorse thereon his certificate of such acknowledgment. When so acknowledged and certified, the certificate shall be filed for record with the register of deeds of the county in which the principal place of business of the partnership is situated, and, if the partnership has business places in other counties, a certified copy thereof shall be recorded in every such county.

Section 2823. AFFIDAVIT TO BE FILED.—At the time of filing the original certificate there shall also be filed for record in the same office the affidavit of one or more of the general partners, stating that the sums specified in the certificate to have been contributed to the common stock by each of the special partners have been actually and in good faith paid in cash.

Section 2824. RECORDING ESSENTIAL.—FALSE STATEMENT.—No such partnership shall be deemed formed until such certificate and affidavit have been recorded, and, if any false statement is made in either, all the persons interested in such partnership shall be liable for all the engagements thereof as general partners.

Section 2825. CERTIFICATE TO BE PUBLISHED.—Immediately after such certificate is recorded, four weeks' published notice of the contents thereof shall be given, and, if not given, the partnership shall be deemed general. Proof of the publication may be filed with the register of deeds where the certificate is recorded.

(*h*) MONTANA.

Montana Code, Title of Partnership, Article VII.

Section 3280. Every partnership transacting business in this State under a fictitious name, or a designation not showing the names of the persons interested as partners in such business, must file with the clerk of the county in which its principal place of business is situated, a certificate stating the names in full of all the members of such partnership and their places of residence, and publish the same once a week, for four successive weeks, in a newspaper published in the county, if there be one, and if there be none in such county, then in a newspaper published in an adjoining county.

Section 3281. The certificate filed with the clerk, as provided in Section 3280, must be signed by the partners and acknowledged before some officer authorized to take the acknowledgment of conveyances of real property. Where the partnership is hereafter formed, the certificate must be filed, and the publication designated in that section must be made within one month after the formation of the partnership, or within one month from the time designated in the agreement of its members for the commencement of the partnership; where the partnership has been heretofore formed, the certificate must be filed, and the publication made within six months after the passage of this code. Persons doing business as partners contrary to the provisions of this article, or any assignee thereof, shall not maintain any action upon or on account of any contracts made or transactions had in their partnership name, in any Court of this State, until they have first filed the certificate and made the publication herein required.

Section 3282. On every change in the members of a partnership transacting business in this State under a fictitious name, or a designation which does not show the names of the persons interested as partners in its business, a new certificate must be filed with the county clerk, and a new publication made, as required by this article, on the formation of such partnership.

Section 3283. Every county clerk must keep a register of the names of firms and persons mentioned in the certificates filed with him, pursuant to this article, entering in alphabetical order the name of every such partnership, and of each partner therein.

Section 3284. Copies of the entries of a county clerk, as herein directed, when certified by him, and affidavits of publication, as herein directed, made by the printer, publisher, or chief clerk of a newspaper, are presumptive evidences of the facts therein stated.

(*i*) New Jersey.

Chapter 240.

An Act to regulate the use of business names.

Be it enacted *by the Senate and General Assembly of the State of New Jersey*:

1. Any person who transacts business, using the designation "and Company," or "& Co.," as a part of the firm or partnership name shall file a statement, duly executed and sworn to before some person authorized by the laws of this State to administer an oath, in the office of the clerk of the county within which such business is transacted or conducted, stating the nature of the business and the full names and residences of all persons who are members of such partnership. **Names of partners filed when "& Co." is used.**

2. No person or persons shall hereafter carry on or conduct or transact business under any assumed name, or under any designation, name or style, corporate or otherwise, other than the real name or names of the individual or individuals conducting or transacting such business, unless such person or persons shall file in the office of the clerk of the county or counties in which such person or persons conduct, or transact, or intend to conduct or transact such business a certificate setting forth the name under which such business is, or is to be, conducted or transacted, and the true or real full name or names of the person or persons conducting or transacting the same, with the post-office address or addresses of said person or persons. Said certificate shall be duly executed and sworn to by the person or persons so conducting, or intending to conduct such business, before some person authorized by the laws of this State to administer an oath. **Real names must be made known when assumed name or title used. Certificate to set forth.**

3. Persons now conducting business under an assumed name, or under any such designation as is referred to in section three of this act, shall file such certificate as hereinbefore prescribed, within thirty days after this act shall take effect, and persons hereafter conducting or transacting business as aforesaid shall, before commencing said business, file such certificate in the manner hereinbefore prescribed. **When certificate filed.**

4. The several county clerks of this State shall keep an alphabetical index of all persons filing certificates provided for herein, and for the indexing and filing of such certificates they shall receive a fee of twenty-five cents from the person who presents the same for filing. A copy of such certificate, duly certified to by the county clerk, in whose office the same shall be filed, shall be presumptive evidence in all courts of law in this State of the facts therein contained. **Index of certificates. Fee.**

5. This act shall in no way affect or apply to any corporation duly organized under the laws of this State, or to any corporation organized under the laws of any other State and lawfully doing business in this State, nor shall this act be deemed or construed to prevent the lawful use of a partnership name or designation, provided that such partnership name or designation shall include the true or real names of all the members of such partnership. **Corporations not affected.**

6. Any person or persons carrying on, conducting or transacting business as aforesaid, who shall fail to comply with the provisions of this act, shall be guilty of a misdemeanour. **Non-compliance a misdemeanour.**

7. All acts, or parts of acts, inconsistent with the provisions of this act are hereby repealed, and this act shall take effect on the first day of July, A.D. nineteen hundred and six. **Repealer. In effect.**

Approved May 17, 1906.

(*k*) New York.

Article I.

General Provisions.

1. Short Title.—This chapter shall be known as the Partnership Law.

2. Partnership Defined.—A partnership, as between the members thereof, is the association, not incorporated, of two or more persons who have agreed to combine their labour, property and skill, or some of them, for the purpose of engaging in any lawful trade or business, and sharing the profits and losses, as such, between them.

3. General Partnership.—A partnership formed otherwise than in the manner prescribed in this chapter for the formation of a limited partnership, is a general partnership.

4. Limited Partnership.—A limited partnership consists of one or more persons, called general partners, and also one or more persons called special partners.

5. Authority of General Partner.—Every general partner is agent for the partnership in the transaction of its business, and has authority to do whatever is necessary to carry on such business in the ordinary manner.

6. Liability of General Partner.—Every general partner is liable to third persons for all the obligations of the partnership, jointly and severally with his general co-partners.

7. LIABILITY OF SPECIAL PARTNER.—A special partner, except as declared in this chapter, is liable for the obligations of the limited partnership only to the amount of the capital invested by him therein.

ARTICLE II.

Business and partnership names.

20. WHEN PARTNERSHIP OR BUSINESS NAME MAY BE CONTINUED.—The use of a partnership or a business name may be continued in either of the following cases:—

(1) Where the business of any firm or partnership in this State, having business relations with foreign countries or which has transacted business in this State for not less than three years, continues to be conducted by some or any of the partners, their assignees or appointees;

(2) Where a majority of the members, general or special, of a general or limited partnership formed under the laws of this State, or of the stock-holders of any corporation, domestic or foreign, which may theretofore have carried on its business within this State, and where said general or limited partnership or corporation has discontinued, or shall be about to discontinue its business within the State, and where a majority of the partners, general or special, in either of such last-mentioned co-partnerships or of the survivors thereof, shall be members of the new limited co-partnership, or where a majority of the members of such co-partnership theretofore existing, or of the surviving members thereof or of the stock-holders of such corporation shall consent in writing to the use of such firm or corporate name by the new limited partnership; or

(3) Where any resident of this State dies, who at the time of his death and for at least five years immediately prior thereto, conducted and carried on in his sole name, any business in this State, or who at the time of his death, so conducted and carried on any business having relation with other states or foreign countries, the right to use the name of such person, for the purpose of continuing and carrying on such business, shall survive and pass and be disposed of and accounted for as part of the personal estate of such deceased person, and such business may be continued and carried on under such name by any person who comes into the legal possession thereof.

21. CERTIFICATE TO BE FILED AND RECORDED; CLERK'S FEES.—Whenever a partnership or business name continues to be used as provided by the last preceding section, the person or persons using such name shall sign and acknowledge a certificate, declaring the person or persons intending to deal under such name, with their respective places of residence, and file the same in the clerk's office of the county where the principal place of business is located, and cause a copy of such certificate to be published once in each week for four consecutive weeks in a newspaper of the city or town in which such principal place of business is located, or if none be published in such city or town, in the newspaper nearest thereto. A county clerk with whom any such certificate is filed, shall keep a book in which all such certificates shall be recorded, with their date of record, and also a register in which shall be entered in alphabetical order the name of every such partnership and of the partners thereof, and every such business name of a deceased person and the names of the persons filing certificates therefor. The clerk is entitled to a fee of one dollar for filing and recording such certificate and entering such names, and to an additional fee of ten cents for every name of a partner beyond two, and to a fee of fifty cents for a certified copy of such certificate.

ARTICLE III.

Limited Partnerships.

30. FORMATION.—Two or more persons may form a limited partnership, which shall consist of one or more persons of full age, called general partners, and also of one or more persons of full age, who contribute in actual cash payments a specified sum as capital, to the common stock, called special partners, for the transaction within this State of any lawful business, except banking and insurance, by making, severally signing and acknowledging, and causing to be filed and recorded in the clerk's office of the county where the principal place of business of such partnership is located, a certificate, in which is stated:—

(1) The name or firm under which such partnership is to be conducted, and the county wherein the principal place of business is to be located;

(2) The general nature of the business intended to be transacted;

(3) The names, and whether of full age, of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their respective places of residence;

(4) The amount of capital which each special partner has contributed to the common stock;

(5) The times at which the partnership is to begin and end.

If the partnership has places of business situated in different counties, a copy of the certificate, and of the acknowledgment thereof, certified by the clerk in whose office it is filed, under his official seal, shall be filed and recorded in like manner, in the office of the clerk of each such county.

31. AFFIDAVIT TO BE FILED.—At the time of filing such original certificate, an affidavit

of one or more of the general partners, stating that the sums specified in the certificate to have been contributed to the common stock by each of the special partners have been actually and in good faith paid in cash, shall also be filed in the same office, and a copy thereof certified by the county clerk, filed in each office in which a copy of the original certificate is filed.

32. TERMS OF PARTNERSHIP TO BE PUBLISHED.—Immediately after the filing of the certificate, a copy of the same or a notice containing the substance thereof shall be published once in each week for six consecutive weeks, in two newspapers of the county in which such original certificate is filed, to be designated by the county clerk, one of which newspapers shall be a newspaper published in the city or town in which the principal place of business is intended to be located, if a newspaper be published therein; or, if no newspaper is published therein, in the newspaper nearest thereto, and proof of such publication by affidavit of the printer or publisher of each of such newspapers must be filed with the original certificate.

33. RENEWAL OF CONTINUANCE OF PARTNERSHIP.—Every such partnership may be renewed or continued, beyond the time fixed for its duration, in the manner required for its original formation; and no such partnership shall be deemed to have been originally formed, or so renewed or continued, until a certificate is made, acknowledged, filed and recorded, an affidavit filed, and certificate or notice published as required by law.

34. EFFECTS OF FALSE STATEMENTS OR FAILURE TO PUBLISH TERMS.—If any false statement be made in any such certificate or affidavit, made either upon the formation or renewal or continuance or increase of capital of such partnership, or if any such certificate or notice is not so published, or if such partnership be renewed or continued in any other manner, the persons interested therein shall all be liable as general partners.

35. THE FIRM-NAME: LIST OF MEMBERS TO BE POSTED.—The business of the partnership must be conducted under a firm-name, which must consist of the name of the general partner, or if there be two or more general partners, of the names of one or more of such partners, with or without the addition of the words "and Company" or "and Co." If the name of any special partner be used in such firm-name with his privity, he shall be deemed and be liable as a general partner. The partnership must cause to be placed in a conspicuous place on the outside and in front of the building in which is its principal place of business, a sign on which is printed in legible English, the names in full, of all the members of such partnership, designating which are general and which are special partners. If such sign be not so placed, no action against the partnership shall abate or be dismissed by reason of the failure of the plaintiff to correctly allege in his pleadings, or prove as alleged the number and names of the members of the partnership; but his pleadings may be amended on the trial to conform to the proof in that respect, without costs.

36. LIABILITY OF PARTNERS.—The general partners in such partnership shall be jointly and severally liable as general partners are by law. The special partners shall not be liable for the debts of the partnership beyond the fund contributed by them respectively to the capital of the partnership.

37. GENERAL POWERS OF PARTNERS.—Except as provided in this section, the general partners only may transact the business of the partnership, and they shall be liable to account to each other and to the special partners, for their management of the business, as other partners are by law. Except as provided in this section, a special partner may not sign for the partnership nor bind the same, nor transact any business on account of the partnership, nor be employed for that purpose, as agent, attorney or otherwise. A special partner may, from time to time, examine into the state and progress of the partnership business, and advise as to its management; may loan money to, and advance and pay money for the partnership; and may take and hold the notes, drafts, acceptances and bonds of or belonging to the partnership, as security for the repayment of such money and interest, and may use and lend his name and credit as security for the partnership, in any business thereof, and has the same rights and remedies in these respects as other creditors might have; may lease to the general partner or partners any real or other property for the purposes of the partnership, at such rents and on such terms as may be agreed on; and may negotiate sales, purchases and other business for the partnership, but no business so negotiated is binding on the partnership until approved by a general partner. If a special partner interfere contrary to these provisions, he shall be deemed and be liable as a general partner. If such partnership becomes insolvent or bankrupt, a special partner shall not, except for claims contracted in pursuance of this section, be allowed to claim as creditor, until the claims of all the other creditors of the partnership are satisfied.

38. ACTIONS BY AND AGAINST THE PARTNERSHIP.—Actions and special proceedings in relation to the business of the partnership may be brought and conducted by and against the general partners, in the same manner as if there were no special partners.

39. CAPITAL OF SPECIAL PARTNER NOT TO BE WITHDRAWN; WHEN HE MAY RECEIVE INTEREST.—No part of the sum which any special partner contributes to the capital stock, shall be withdrawn by him or paid or transferred to him, in the shape of dividends, profits or otherwise, at any time during the continuance of the partnership; but any such partner may annually receive lawful interest on the sums so contributed by him, if the payment of such interest does not reduce the original amount of such capital; and if, after the payment of such interest, any profits remain to be divided, he may also receive his portion of such profit. But if by the payment of such interest or profits to any special partner, the original capital is reduced, the partner receiving the same must restore the amount necessary to make good his share of capital, with interest and he becomes liable as a general partner for debts contracted until he returns such amount, to the extent of the amount so withdrawn.

40. FRAUDULENT TRANSFERS OF PROPERTY BY PARTNERSHIP OR PARTNER.—Every sale, assignment or transfer of any of the property or effects of such limited partnership made

by such partnership when insolvent or in contemplation of insolvency, or after or in contemplation of the insolvency of any partner, or of any of the property or effects of a general or special partner, made by any general or special partner, when insolvent or after or in contemplation of the insolvency of such partnership or such partner, with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of the partnership, and every judgment confessed, lien created, or security given, by such partnership or partner, under the like circumstances, and with the like intent, is void as against the creditors of the partnership.

Every special partner who violates this section or concurs in or assents to any such violation by the partnership or by any individual partner is liable as a general partner.

41. DISSOLUTION BY ALTERATION; BY DEATH OF PARTNER; WHEN PARTNERSHIP MAY BE CONTINUED BY SURVIVORS.—Except as provided in this section, every alteration made in the names of the general partners, in the nature of the business, or in the capital or shares thereof contributed, held or owned, or to be contributed, held or owned, by any of the special partners, and the death of any partner, whether general or special, dissolves the limited partnership, or if such partnership be continued, constitutes such partnership, a general partnership, in respect to all business transacted after such alteration or death, unless the articles of partnership provide that in the event of the death of a partner the partnership may be continued by the survivors, in which case it shall be so continued with the consent of the personal representatives of the deceased partner, and personal representatives may succeed to the partnership rights of such deceased partner, and continue the business the same as if such partner had remained alive. But any special partner may from time to time increase the amount of capital stock contributed, held or owned by him, or one or more special partners may be added to the partnership on actually paying in an additional amount of the capital to be agreed on by the general and special partners, and on filing in the office of the clerk with whom the original certificate was filed an additional certificate of the general partners in the partnership name, verified by the oath of one of them, stating the increase of such capital stock, and by whom, and the names and residences of such additional special partners, and whether of full age, and the amounts contributed by each to the common stock, together with the affidavit of one or more of the general partners stating that the sums specified in such additional certificate have been actually and in good faith paid in cash; and such alteration does not make the partnership general. No additional publication of the terms of the partnership nor of the alteration thereof is required in any of the cases provided for in this section. Any special partner, or the legal representatives of any such special partner, deceased, may sell his interest in the partnership without working a dissolution thereof or rendering the partnership general, if a notice of such sale be filed within ten days thereafter in the office of the clerk with whom the original certificate of partnership was filed, and the purchaser thereof thereupon becomes a special partner with the same right as an original special partner.

42. DISSOLUTION BY ACT OF PARTNERS.—A limited partnership may be dissolved by the acts of the partners before the time specified for its termination in the certificate of formation, renewal or continuance. But such a dissolution does not take effect, until a notice of the dissolution has been filed with the clerk of the county in which the original certificate is filed and published at least once in each of four successive weeks in a newspaper published in each county where the partnership has a place of business.

ARTICLE IV.

Laws Repealed; When to take effect.

(Here follows list of laws repealed):—

52. ACTIONS COMMENCED AGAINST DECEASED PARTNERS, AMENDMENT IN, &C.—In case any action or proceeding shall be brought, founded in whole or in part upon any transaction growing out of a business conducted as hereby provided, and the name of such deceased is stated as a defendant, the process and papers in such action may be served on any person or persons using such name with like effect as though such person or persons had been named as defendant by his or their own respective names, and with the same effect as though all such persons were served with process, and the process and all papers may be amended by substituting the name or names of the person or persons using the name of such deceased, and no action shall fail, abate or be in any manner hindered by the name of such deceased being so used.

53. FICTITIOUS CO-PARTNERSHIP NAME, PENALTY FOR USING.—A person who transacts business, using the name, as partner, of one not interested with him, as partner, or using the designation "and Company" or "& Co.," when no actual partner or partners are represented thereby, is guilty of a misdemeanour. But this section does not apply to any case, where it it specially prescribed by statute that a partnership name may be continued in use by a successor, survivor, or other person.

54. FRAUD IN AFFAIRS OF LIMITED PARTNERSHIP.—A member of a limited partnership who is guilty of any fraud in the affairs of the partnership is guilty of a misdemeanour.

55. PROHIBITION AS TO USE OF WORDS "AND COMPANY," &C.—No person shall hereafter transact business in the name of a partner not interested in his firm, and when the designation "and Company" or "& Co." is used, it shall represent an actual partner or partners; but a violation of this section shall not be a defence in an action or proceeding brought by an assignee for the benefit of creditors or by a receiver of the property of or by an executor or administrator of a person who has violated the same.

(*l*) South Carolina.

Code of Laws of South Carolina, Vol. I.

Chapter XXXIX.—Limited Partnerships.

Section 1680. Limited partnerships, for the transaction of any mercantile, mechanical, or manufacturing business, or for the transportation of passengers, products of the soil, or merchandise, within this State, may be formed by two or more persons upon the terms, with the rights and powers, and subject to the conditions and liabilities herein prescribed, but these provisions shall not be construed to authorize any such partnerships for the purpose of banking or making insurance.

Section 1681. Such partnerships may consist of one or more persons, who shall be called general partners (who shall be jointly and severally responsible, as general partners now are by law) and of one or more persons who shall contribute, in actual cash payments, a specific sum as capital to the common stock, who shall be called special partner or partners, and who shall not be liable for the debts of the partnership beyond the funds so contributed by him or them to the capital.

(Liability of general partners—Pope Manufacturing Co. *v.* Welch, 55 S. C.S. E., 787.)

Section 1682. The general partners only shall be authorized to transact business and sign for the partnership, and to bind the same.

Section 1683. The persons desirous of forming such partnership shall make, and severally sign, in the presence of two subscribing witnesses, a certificate, which shall contain—

First—The name of firm under which such partnership is to be conducted.

Second—The general nature of the business intended to be transacted.

Third—The names of all the general and special partners interested therein, distinguishing which are general and which are special partners, and their respective places of residence.

Fourth—The amount of capital which each special partner shall have contributed to the common stock.

Fifth—The period at which the partnership is to commence and the period at which it will terminate.

(Where this section is not substantially complied with the special are liable as if general partners. What is not a sufficient compliance?—Spencer Co. *v.* Johnson, 53 S. C. 533; 31 S. E., 392.)

Section 1684. The certificate shall be proved in the same manner that deeds of conveyances for lands are required by law to be proved.

Section 1685. The certificates so proved, with the probate, shall be filed in the office of the Clerk of the Court of that county in which the principal place of business of the partnership shall be situated, and shall also be recorded by him, at large, in a book so kept for that purpose, open to public inspection. If the partnership shall have places of business situated in different counties a transcript of the certificate and of the probate thereof, duly certified by the clerk in whose office it shall be filed, under his official seal, shall be filed and recorded in like manner in the office of the Clerk of the Court in every such county.

Section 1686. At the time of the filing of the original certificate with the evidence of the execution thereof, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock have been actually, and in good faith, paid in cash.

Section 1687. No such partnership shall be deemed to have been formed until a certificate shall have been made, proved, filed and recorded, nor until an affidavit shall have been filed, as above directed; and if any false statement be made in such certificate or affidavit, all the persons interested in such partnership shall be liable for all the engagements thereof, as general partners.

Section 1688. The partners shall publish the terms of the partnership, when registered, for at least once a week for six weeks, immediately after such registry, in any one of the newspapers in the county in which the business of such partnership is carried on; and if no newspaper be published in said county, then the notice thereof shall be published as aforesaid in any one of the newspapers of any adjoining county in which newspapers or a newspaper may be published, and be posted up on the door of the Court House of the county in which the said firm may be located. If such publication be not made, nor such notice given, for the time prescribed, the partnership shall be deemed general.

Section 1689. Affidavits of the publication of such notice, by the printers of the newspapers in which the same shall be published, may be filed with the clerk in whose office the original certificate shall have been recorded, and shall be evidence of the facts therein stated.

Section 1690. Every renewal or continuance of such partnership, beyond the time originally fixed for its duration, shall be certified, proved, and recorded, and an affidavit of a general partner be made and filed, and notice be given, in the manner herein required for its original formation; and every such partnership which shall be otherwise renewed or continued shall be deemed a general partnership.

Section 1691. Every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership, and every such partnership, which shall in any manner be carried on after such alteration shall have been made, shall be deemed a general partnership, unless renewed as a limited partnership, according to the provisions of the preceding section.

Section 1692. The business of the partnership shall be conducted under a firm, in which the name or names of the general partner or partners only shall be inserted, without the addition of the word "Company," or any other general term; and if the name of any special partner shall be used in such firm with his privity, he shall be deemed a general partner.

Section 1693. Suits in relation to the business of the partnership shall be brought and conducted by and against the general partners, in the same manner as if there were no special partners.

Section 1694. A special partner may, from time to time, examine into the state and progress of the partnership concerns, and may advise as to their management; but if he shall take any active part in transacting the business of the partnership, except as attorney, counsel, or solicitor, he shall be liable as a general partner.

Section 1695. The general partners shall be liable to account to each other and to the special partners for the management of their concerns, both in law and equity, as other partners now are by law.

Section 1696. Every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable, civilly, to the party injured, to the extent of his damages; and shall also be liable to an indictment for a misdemeanour, punishable by fine or imprisonment, or both, in the discretion of the Court by which he shall be tried.

Section 1697. Every sale, assignment, or transfer of any of the property or effects of such partnership, made by such partnership, when insolvent, or in contemplation of insolvency or after, or in contemplation of the insolvency of any partner, with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnership, and every judgment confessed, lien created, or security given by such partnership, under the like circumstances and with the like intent, shall be void as against the creditors of such partnership.

Section 1698. Every such sale, assignment, or transfer of any of the property or effects of a general or special partner, made by such general or special partner when insolvent, or in contemplation of insolvency, or after, or in contemplation of the insolvency of the partnership, with the intent of giving to any creditor of his own, or of the partnership, a preference over the creditors of the partnership, and every judgment confessed, lien created, or security given by any such partner under the like circumstances and with the like intent, shall be void as against the creditors of the partnership.

Section 1699. Every special partner who shall violate any provisions of the last two preceding sections, or who shall concur in or consent to any such violation by the partnership or by any individual partner shall be liable as a general partner.

Section 1700. In case of the insolvency or bankruptcy of the partnership, no special partner shall under any circumstances be allowed to claim as a creditor until the claims of all the other creditors of the partnership shall be satisfied.

Section 1701. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation, or in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded in the clerk's office in which the original certificate was recorded, and published for three months in two or more newspapers most contiguous to the place or places where such partnership exists, and be posted on the door of the Court House of the county in which the partnership may be located.

Section 1702. The Clerk of the Court shall receive for his services the same compensation now allowed by law to the Register of Mesne Conveyances for similar services.

Section 1703. No part of the sum which any special partner shall have contributed to the capital stock shall be withdrawn by him, or paid, loaned, or transferred to him as profits, dividends, or otherwise, at any time during the continuance of the partnership; but any party may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of the capital after payment of all the debts of the partnership; and if, after the payment of such debts and interest, any profits shall remain, he may receive his portion thereof.

Section 1704. Any creditor of a limited partnership may, at his option, include in his suit against the same the special partner or partners, who may become liable as general partners by failing to comply with the provisions of this chapter; and all the facts necessary to affirm or negative the liability of such special partner or partners may be given in evidence under the general issue; and the failure of the plaintiff to establish such liability shall not be cause of non-suit.

Section 1705. Every mercantile partnership in this State, in addition to a proper or conspicuous sign-board or plate containing the name and style of the firm, shall post up and keep posted up in some conspicuous place at the business stand and stands of the firm the name and surname of each member of the firm, under pain, in case of default, of being sued and proceeded against, without naming the individual members of the firm, and also of forfeiting and paying, individually and each, the sum of fifty dollars to any one who shall sue for the same for each and every month they shall make such default as aforesaid. Every person conducting any business as agent shall post up, and keep posted up, in like manner, the name of his or her principal, under the like penalty.

Section 1706. Any person or persons who shall post up a plate or sign-board, representing himself or themselves as being united with another or others in partnership, under the addition of the word "Company" or "Co.," or shall otherwise make such representation, when in fact such other or others are not united with him or them in partnership, as aforesaid, he and they shall each be subject to forfeit and pay, as aforesaid, the monthly penalty prescribed in Section 1705 of this chapter.

Section 1707. Nothing contained in the last two sections shall apply to the special partners of a limited partnership.

(*m*) TEXAS.

The Revised Statutes of Texas, Title 76, read as follows:—

Article 3583. Limited partnerships for the transaction of any mercantile, mechanical, manufacturing or other business, except banking or insurance, may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities herein prescribed.

Article 3584. Such partnerships may consist of one or more persons, who shall be called the general partners, and who shall be jointly and severally responsible as general partners now are by law; and of one or more persons who shall contribute in actual cash payments a specific sum as capital to the common stock, and who shall be called special partners, and who shall not be liable for the debts of the partnership beyond the fund so contributed by him or them to the capital.

Article 3585. The general partners only shall be authorized to transact business and sign for the partnership and to bind the same.

Article 3586. The persons desirous of forming such partnership shall make and severally sign a certificate, which shall contain—

(1) The name or firm under which the partnership is to be conducted.

(2) The general nature of the business intended to be transacted.

(3) The names of all the general and special partners interested therein, disinguishing which are general and which are special partners, and their respective places of residence.

(4) The amount of capital which each special partner shall have contributed to the common stock.

(5) The period at which the partnership is to commence and the period at which it is to terminate.

Article 3587. The certificate shall be acknowledged by the several persons signing the same, before any officer authorized to take acknowledgments for record, and such acknowledgment shall be made and certified in the same manner as the acknowledgment of the conveyances of land.

Article 3588. The certificate so acknowledged and certified shall be filed in the office of the Clerk of the County Court of the county in which the principal place of business of the partnership shall be situated, and shall also be recorded by him at large in a book to be kept for that purpose, open to public inspection. If the partnership shall have places of business situated in different counties, the certificate and acknowledgment thereof shall be filed and recorded in like manner in the office of the Clerk of the County Court of every such county.

Article 3589. At the time of filing the original certificate with the evidence of the acknowledgment thereof, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating that the sums specified in the certificate to have been contributed by each of the special partners to the common stock, have been actually and in good faith paid in cash.

Article 3590. No such partnership shall be deemed to have been formed until a certificate shall have been made, acknowledged, filed, and recorded, nor until an affidavit shall have been filed as above directed; and if any false statement be made in such certificate or affidavit all the persons interested in such partnership shall be liable for all the engagements thereof as general partners.

Article 3591. The partners shall publish the terms of the partnership when registered for at least six weeks immediately after such registry in such newspapers as shall be designated by the clerk in whose office such registry shall be made; and if such publication be not made the partnership shall be deemed general.

Article 3592. An affidavit of the publication of such notice by the publisher of the newspapers in which the same shall be published may be filed with the clerk directing the same, and shall be evidence of the facts therein contained.

Article 3593. Every renewal or continuance of such partnership beyond the time originally fixed for its duration shall be certified, acknowledged and recorded, and an affidavit of a general partner be made and filed, and notice given in the manner herein required for its original formation, and every such partnership which shall be otherwise renewed or continued shall be deemed a general partnership.

Article 3594. Every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other manner specified in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership which shall in any manner be carried on after any such alteration shall have been made shall be deemed a general partnership, unless renewed as a special partnership, according to the provisions of the last article.

Article 3595. The business of the partnership shall be conducted under a firm in which the names of the general partners only shall be inserted, without the addition of the word "company" or any other general term; and if the name of any special partner be used in such firm with his privity he shall be deemed a general partner.

Article 3596. Suits in relation to the business of the partnership may be brought and conducted by and against the general partners in the same manner as if there were no special partners.

Article 3597. No part of the sum which any special partner shall have contributed to the capital stock shall be withdrawn by him, or paid or transferred to him in the character of dividends, profits or otherwise, at any time during the continuance of the partnership; but any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if, after the payment of such interest, any profits shall remain to be divided he may also receive his portion of such profits.

Article 3598. If it shall appear that by the payment of interest or profits to any special partner the original capital has been reduced, the partner receiving the same shall be bound to restore the amount necessary to make good his share of the capital, with interest.

Article 3599. A special partner may from time to time examine into the state and progress of the partnership concerns and may advise as to their management.

Article 3600. The general partners shall be liable to account to each other and to the special partners for the management of the concern, both in law and equity, as other partners are by law; and every partner who shall be guilty of any fraud in the affairs of the partnership shall be liable, civilly, to the party injured to the extent of his damage.

Article 3601. Every sale, assignment or transfer of any property or effects of the partnership made by such partnership when insolvent or in contemplation of insolvency, or after, or in contemplation of insolvency of any partnership, with the intent of giving a preference to any creditor of such partnership or insolvent partner over other creditors of such partnership; and every judgment confessed, lien created or security given by any such partnership under the like circumstances and with the like intent, shall be void as against the creditors of such partnership.

Article 3602. Every such sale, assignment or transfer of any of the property or effects of a general or special partner made by such general or special partner when insolvent or in contemplation of insolvency, or after, or in contemplation of the insolvency of the partnership, with the intent of giving to any creditor of his own or of the partnership a preference over the creditors of the partnership; and every judgment confessed, lien created or security given by any such partner under like circumstances, and with like intent, shall be void as against the creditors of the partnership.

Article 3603. Every special partner who shall violate any provision of the last two preceding articles, and who shall concur in or assent to any such violation of the partnership by any individual partner, shall be liable as a general partner.

Article 3604. In the case of the insolvency or bankruptcy of the partnership, no special partner shall, under any circumstances, be allowed to claim as creditor until the claims of all other creditors of the partnership shall be satisfied.

Article 3605. No dissolution of such partnership by the acts of the parties shall take place previous to the time specified in the certificate of its formation, or in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded and published once in each week for four weeks in a newspaper printed in each of the counties where the partnership may have a place of business, if there be such papers, and if there be no newspapers published in such county, then in a newspaper published in the nearest county where there is one.

(*n*) VERMONT.

Registration of Foreign Corporations.

Section 707. No foreign corporation, except railroad and such corporations as are subject to the supervision and examination of the insurance commissioners and inspector of finance, and which are by the provisions of this chapter required to pay to this State an annual license tax, shall do business herein, except as provided in the following section, without having first procured from the Secretary of State a certificate that it has complied with all the requirements of law to authorize it to do business in this State; and that the business of the corporation to be carried on in this State is such as may be lawfully carried on by a corporation incorporated under the laws of this State for such or similar business. The Secretary of State shall deliver such certificate to a corporation so complying with the requirements of law, upon payment of the fees provided for in this chapter.

Section 708. A contract made by such corporation previous to January thirty-first, nineteen hundred and three, may be performed and enforced within this State, though such corporation has not procured such certificate.

Section 709. No foreign corporation mentioned in the second preceding section shall, except as provided in the preceding section, maintain any action in this State, unless prior to the making of such contract it has procured such certificate. This prohibition shall also apply to an assignee of such foreign corporation and to a person claiming under such assignee or such corporation. No certificate of authority shall be granted to a foreign corporation having the same name as that assumed in any domestic charter or articles of association then in force.

Section 710. If such foreign corporation carries on any business in this State whereby it becomes liable to the annual license tax, without first obtaining such certificate; or if such foreign corporation refuses or neglects to pay its annual license tax on or before thirty days from the date on which such tax becomes payable, the Commissioner of State taxes may make complaint to a Court of Chancery in any county in this State setting forth such facts and praying for a temporary and permanent injunction to restrain such foreign corporation, its officers, servants and agents from doing any business in this State on account of which it shall be liable to the payment of the annual license tax, and from exercising any corporate functions or powers within this State, except the payment of such tax and the making and filing of proper returns therefor and for registration.

Section 711. Such temporary orders and injunctions may be granted therein by any Court of Chancery or chancellor thereof as shall be just and equitable; and upon final hearing such Court shall grant such permanent injunction as is deemed necessary to carry out the provisions of the preceding section.

Section 712. If such foreign corporation shall before final decree comply with the law requiring the procurement of such certificate or the payment of such tax, such complaint may be dismissed upon payment of costs by the defendant.

Section 713. Service of such complaint upon such foreign corporation may be made by delivering within this State a true and attested copy of such complaint and process thereunder to any officer, servant or agent of such foreign corporation, or in any manner otherwise provided by law.

Section 714. Such foreign corporation shall, before certificate is granted, file with the Secretary of State and with the Commissioner of State Taxes a sworn copy in the English language, of its charter or certificate of incorporation; and a statement under its corporate seal particularly setting forth the business in which the corporation is engaged or which it purposes to carry on within this State, the place herein which is to be its principal place of business, and designating a person residing herein upon whom process against the corporation may be served herein and to whom notices relating to taxation under this chapter shall be given.

Section 715. Such designation shall continue in force until revoked by an instrument in writing designating in like manner some other person upon whom such process may be served, or to whom such notice shall be given. If the person designated dies or removes from the State, and the corporation does not, within thirty days after such death or removal, designate in like manner another person upon whom such process may be served within this State, such process in an action upon any liability incurred within this State may, after such death or removal and until another designation is made, be served upon the Secretary of State, by delivering to him duplicate copies, one of which shall be placed on file in his office, and the other immediately forwarded by the Secretary of State by mail prepaid to such corporation at its home office, or to such other person as such corporation shall designate in writing; and there shall be paid to the Secretary of State by the officer serving the same the sum of one dollar. Notices pertaining to taxation may in like manner be served upon the Secretary of State, but he shall not receive extra compensation therefor.

Section 716. The Commissioner of State Taxes shall, upon application therefor, furnish blanks upon which the statements provided for in the second preceding section shall be made by such foreign corporation, and shall certify to the Secretary of State the date on which all such statements properly filled out and sworn to are filed in his office. Upon filing such statement the Secretary of State and Commissioner of State Taxes shall each receive the sum of two dollars, to be paid in advance by the foreign corporation filing the same.

Annual License Tax.

Section 695. Every foreign corporation doing business in this State, and every association or joint stock company doing busness in this State, issuing shares of stock or dividing its corporate rights or property into shares, and every domestic corporation shall, except as hereinafter provided, pay an annual license tax to the State. Corporations organized solely for charitable, religious or educational purposes, cemetery associations and all corporations having no capital stock or deposit as hereinafter defined, shall be exempt from the payment of the annual license tax.

Section 696. The word "deposit" wherever used in this chapter relative to any tax except that specified in Sections six hundred and eighty-three and six hundred and eighty-eight, shall include all moneys or securities deposited with or held by savings banks, trust companies, savings banks and trust companies, savings institutions, building and loan associations, and all mutual or co-operative institutions for savings; all assets held by any corporation or association engaged in any commercial, manufacturing or other business, carried on in whole or in part upon the mutual or co-operative plan, or which exercises corporate functions in this State; and all assets held by insurance, surety or guaranty companies or associations as surplus, or as necessary reserve under any contract of insurance, suretyship or guarantyship.

Section 697. A corporation subject to the payment of the annual license tax and having capital stock or deposit of fifty thousand dollars or less, is hereby assessed an annual license tax of ten dollars; and for each fifty thousand dollars or fractional part thereof of capital stock or deposit in excess of fifty thousand dollars, five dollars. But no annual license tax, except as otherwise provided in this chapter, shall exceed fifty dollars.

Section 698. Such annual license tax shall cover the period of one year beginning with the first day of February, and shall be paid to the State Treasurer on or before the first day of March in such year. If such annual license tax is not paid on or before the first day of March, the amount thereof shall be increased twenty-five per cent., providing such tax is paid within one month after becoming due; and fifty per cent. providing the same is not paid within one month after becoming due. Said Commissioner may, in his discretion, waive the penalties mentioned in this section, if he is satisfied that the default was on account of failure to receive blanks or for any other justifiable cause; and he may extend the time for filing returns or paying such tax, not to exceed one month.

Section 700. A foreign corporation shall within ten days after the date of its certificate of registration in this State file its annual license tax returns, and pay the *pro rata* proportion of the annual license tax for the unexpired portion of the then current year.

Section 701. If such *pro rata* proportion of the annual license tax mentioned in the preceding section is not paid and returns made as therein specified, the same penalties shall attach as are provided in the third preceding section.

Section 703. If a domestic corporation or association, or a foreign corporation or association doing business herein, does not pay the annual license tax required of such corporation or association, on or before the first day of May in each year, such corporation or association shall not maintain an action in this State subsequent to such date, unless prior to the

making of such contract it has paid its annual license tax. This prohibition shall also apply to an assignee of such corporation or association and to a person claiming under such assignee, corporation or association.

URUGUAY.

Commercial Code, 1866.

(Translation.)

The Register of Merchants.

Article 32. In order that the operations, transactions and obligations, active and passive, of the person engaging in commerce may be determined and protected by the Commercial law, it is necessary that the person who desires to be a merchant should, if he has his domicile in the Department of the Capital, be registered in the Commercial Court; or, if he has his domicile in any of the other Departments, before the Departmental Judge of the place which is the capital of that Department.

Article 33. Minors of 21 years of age cannot be registered without first obtaining a "qualification of age" in the form laid down by the common laws.

Article 34. The registration of the merchant is made in the Register of Commerce, the applicant presenting a petition which contains—

(1°) His name, designation, and nationality; and, in the case of a company, the names of the partners, and the signature adopted by the company.
(2°) The description of the nature of the trade or business.
(3°) The place or domicile of the business or office.
(4°) The name of the manager, employé, or clerk, who is to be at the head of the establishment.

Article 44. Persons who are in the commercial profession are bound *ipso facto* to submit to all the acts and forms laid down in mercantile law. Amongst these are included—

(1°) The entry in a public register of all the documents which by law are required to be registered.
(2°) The obligation to follow a uniform method of account in the Spanish language, and to keep the books necessary for such a purpose.
(3°) The preservation of the correspondence which relates to the nature of the business of the merchant, as well as all the books containing the accounts.
(4°) The obligation to render accounts according to the terms of the law.

Article 47. The documents which must be presented for registration are the following:—

(1°) . . . . . .
(2°) The agreements by which mercantile partnership is contracted, whatever its object and denomination.
(3°) The powers of attorney which are granted by merchants to employés and clerks to direct or administer their mercantile affairs.

Article 53. The powers conferred upon "factors" and commercial clerks for the administration of the mercantile affairs of their principals will have no effect, between principal and agent, if they are not presented for registration, observing, with regard to the effect of the obligations contracted by the agent, that which is prescribed in this code in the chapter relating to "factors," or deputies, and the subordinates of commerce.

Chapter IV.

Concerning "factors" or deputies, and clerks engaged in commerce.

Article 133. The person is styled factor to whom a merchant entrusts the administration of his affairs or that of a particular establishment.

No one can be a factor if he does not possess the necessary legal capacity to represent another, and to bind himself on his behalf.

Article 134. Every factor must be appointed by special authorization of the principal, that is to say, the person on whose behalf the business is carried on.

That authorization will only take effect from the date on which it is noted in the register of commerce.

Article 135. The omission of the formalities prescribed by the foregoing Article, only has effect as between the principal and his factor; but not with respect to third parties, with whom he may have contracted.

Article 136. The factors appointed with general clauses, are considered authorized to perform all transactions which the administration of the house requires.

The proprietor who proposes to reduce these powers must declare in the authorization the restrictions to which the factor will have to be subjected.

Article 148. The merchant who entrusts to a clerk of his house the exclusive charge of a part of his business, as, for instance, the bills of exchange, the collection and receipt of sums of money under his own signature, or other similar transactions in which it is necessary to sign documents which produce obligations and actions, is obliged to give him special authority for all the transactions included in the aforesaid commission, which shall be noted and registered in the terms prescribed in Article 134.

Digitized with financial assistance from
Shri Brihad Bhartiya Samaj
on 31 October, 2019

It shall not be lawful, therefore, for commercial clerks to draw, accept, or endorse bills, place receipts on the same, nor sign any other document of a binding or releasing nature relating to the transactions of their principals, unless authorized with sufficient power properly registered.

Article 395. The agreement must contain:—

(1°) The names and domiciles of the contracting parties.
(2°) The name or denomination of the company.
(3°) The partners who will have charge of the company and use its signature.
In default of this declaration, it is understood that all the partners can use the signature of the company and work in the name of the company.
(4°) Special designation of the branch of commerce of the company, as also of the capital which each partner introduces in money, credit, or goods, with a statement of the value which is assigned to them, or of the bases on which the valuation or taxation is to be made.
(5°) The proportion which each partner takes in benefits and losses.
(6°) Unless the company is established for an unfixed period, the periods when it is to commence and terminate, the form of liquidation, and distribution of shares.
(7°) All the rest of the clauses and conditions necessary for determining with precision the rights and obligations of the partners as between themselves or with respect to a third party.
Every secret clause or condition contrary to the clauses or conditions in the agreement is null and void.

Article 397. The entry to be made in the public register of commerce, in virtue of that which is established by Article 47, must contain, if the companies are *colectivas* or *en comandita*,* the following particulars:—

(1°) The date of the agreement, and the names, domiciles, and professions of the partners who are not *comanditarios* (sleeping partners).
(2°) The signature of the company, and the statement as to whether it is public or private, and in the latter case, particulars as to the nature of the business.
(3°) The names of the partners who are authorized to administer the company and to use its signature.
(4°) The amounts handed over, or to be handed over, on account of shares *en comandita*.
(5°) The duration of the term for which the company is to exist.
(6°) And in general all the articles of the agreement which may establish the rights of third parties with regard to the partners.
The entry in the register will bear the date on which the agreement or contract between the partners is presented to the Judge of the Commercial Court or to the Judge of the proper Departmental Court.

Article 426. In the case of the company *en comandita* it is not necessary that the name of the sleeping partner (*comanditario*) should be inserted in the Register of Commerce, but it is essential that the exact total amount of capital introduced *en comandita* should be noted in the register.

---

* *En comandita* signifies a partnership in which one of the partners provides the money, but performs none of the functions, nor incurs any further liability beyond the amount he puts into the business.
Colectiva is a partnership in which all the partners are equally liable.